

 **ASPO**

YEAR 2023

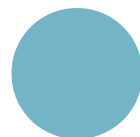
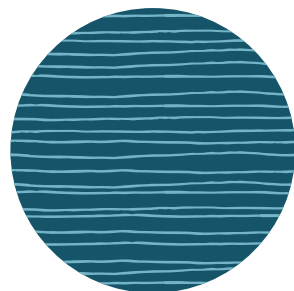
# TRANSFORMATION JOURNEY CONTINUES

Aspo supports the growth of its businesses and aims to improve their profitability and ensure steady cash flows.

Our ambition is to take an even more active role in mergers, acquisitions, and other restructuring activities as well as in growth investments in the current businesses.

## ASPO YEAR 2023

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## 2023 in brief

Transformation progressed in 2023 as we continued to develop Aspo's business portfolio and driving the shift to the western markets in line with our strategy.

Despite the challenging geopolitical and macroeconomic environment, our continuing operations delivered financial performance clearly above historical levels, which reflects the competitiveness and profitability of our core business in the future. In terms of sustainability we also progressed well and achieved great results especially in improving employee safety.

At Aspo we are heading to 2024 confidently as we continue the determined implementation of our strategy, targeting to accelerate organic growth with acquisitions.

### Accelerating green transition in sea transportation

ESL Shipping progressed as planned with the green coaster project. In addition, OP Finland Infrastructure and Varma invested a total of EUR 45 million in ESL Shipping to accelerate further growth.

### Leipurin's focus on core operations

Leipurin divested its bakery equipment trading business and sold and leased back several properties in Sweden and Lithuania. The integration of Kobia progress well.

### Great improvement in employee safety

Aspo's key focus areas in sustainability include reducing emission intensity and improving occupational safety. In 2023 accident frequency decreased significantly from the previous year.

### Active search for acquisitions

In 2023 Telko acquired Eltrex, a Polish distributor of specialty chemicals and packaging materials. Telko continues to actively pursue acquisitions, both synergistic add-ons as well as new growth platforms.

NET SALES,  
CONTINUING OPERATIONS

MEUR **536.4** -4%

COMPARABLE OPERATING PROFIT,  
CONTINUING OPERATIONS

MEUR **26.2** -40%



# Sustainable value creation

Aspo creates value by owning and developing business operations sustainably and in the long term. Our companies aim to be market leaders in their sectors. They are responsible for their own operations, customer relationships and the development of these aiming to be forerunners in sustainability. Aspo supports its businesses profitability and growth with the right capabilities. Aspo Group has businesses in 13 different countries, and it employs a total of approximately 700 professionals.

## ASPO'S FINANCIAL TARGETS

### OPERATING PROFIT

8%

### ANNUAL NET SALES GROWTH

5-10%

### RETURN ON EQUITY

>20%

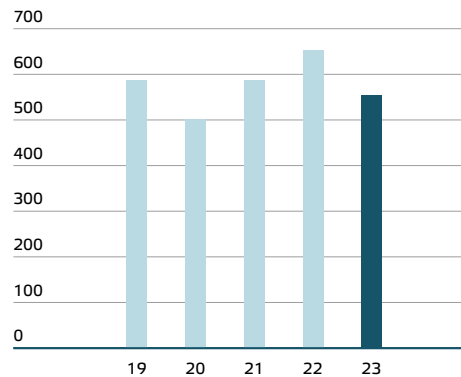
### GEARING

<130%

## KEY FIGURES

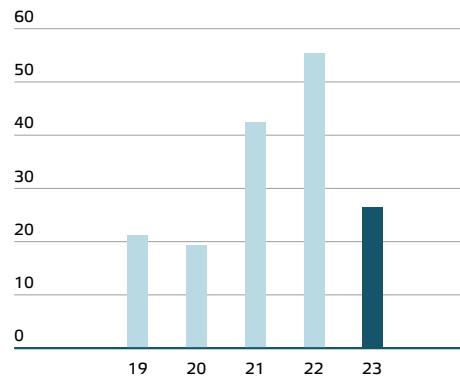
### NET SALES

553.0 M€  
-15%



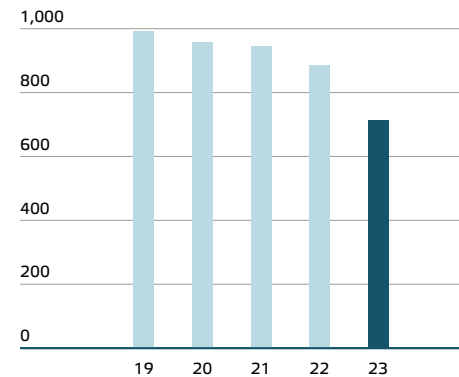
### COMPARABLE OPERATING PROFIT

26.5 M€  
-52%



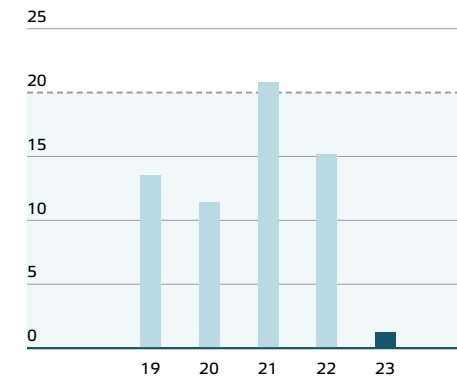
### EMPLOYEES

712



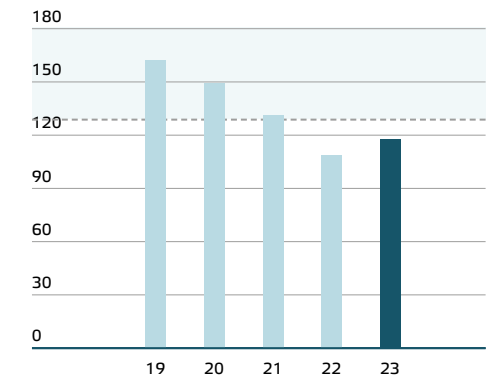
### RETURN ON EQUITY

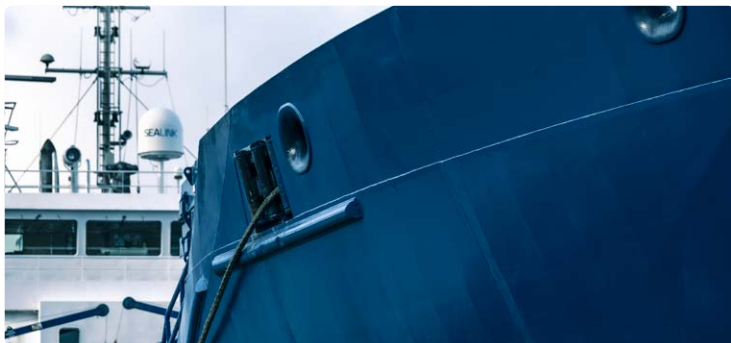
1.2%



### GEARING

117.6%





**ESL Shipping**

ESL Shipping is the leading dry bulk cargo company in the Baltic Sea region. ESL Shipping's competitive edge is based on its ability to secure product and raw material transportation for industry and energy production year-round, even in difficult weather conditions.

NET SALES M€	COMPARABLE OPERATING PROFIT M€	EMPLOYEES	SHARE OF GROUP'S NET SALES %
189.0	18.3	297	35%
-23%	-51%		



**TELKO**

Telko is a leading distributor and solution provider for converters and brand owners looking to safeguard their business with future-proof plastics, chemicals or lubricant solutions.

211.3	9.0	218	39%
+ 1%	-20%		



**LEIPURIN®**

Leipurin operates as part of the food chain, acquiring raw materials in global markets and from domestic companies, and supplying them through its effective logistics chain according to customer needs.

136.1	4.2	157	25%
+ 29%	+ 282%		

## CEO'S REVIEW

# Transformation continued in line with the strategy



In 2023, we continued to further develop Aspo's business portfolio. Over the past two years, we have withdrawn from Russia and other selected eastern markets. We have also sold properties and the bakery equipment business of Leipurin. The three businesses of Aspo Group today focus on western markets and form a strong platform for profitable growth.

### FINANCIAL TARGETS WERE NOT MET IN THE TRANSFORMATION PROCESS

In 2023, Aspo Group's financial performance was more modest than in the previous year, when we recorded exceptionally strong results. We did not achieve our financial targets in 2023. Largely because of the divestment of our Russian business operations, our net sales decreased significantly to EUR 553.0 million (652.6). The comparable operating profit decreased to EUR 26.5 million (55.3), and the comparable operating profit rate was 4.8% (8.5). The return on equity was also lower than the target level, at 1.2% (15.2). Gearing remained at the target level, at 117.6% (108.4). Almost all of the costs related to our withdrawal from eastern markets are now reflected in our figures, so we are heading forward on a clean slate.

However, it is important to note that the performance of our continuing business operations in 2023 was well above historical levels. This shows that Aspo's future

core businesses are competitive and capable of high performance.

Financial development varied between business operations. ESL Shipping's market environment was challenging, as demand and price levels in the spot market in particular were decreasing and markedly weaker than in the previous two years. For Telko, the withdrawal from the Russian market meant a decrease of EUR 70 million in net sales. For Leipurin, the year was a significant success, as both operational development and the synergies of the Kobia acquisition implemented in 2022 produced record results.

### BUSINESS OPERATIONS ARE PROGRESSING IN LINE WITH THEIR STRATEGIES

All our three businesses have clearly defined strategies that guide their operational development and allocation of resources.

ESL Shipping leads the way in providing industrial customers with environmentally friendly marine transport and aims to develop a fully fossil-free service in the future. The investment in twelve Green Coaster electric hybrid vessels in 2022 was an important step toward lower-emission marine transport. The first vessel was delivered in December 2023, and around three new vessels on average will be in operation during 2024. To finance its growth and accelerate its green transition, ESL Shipping entered into an agreement with OP

Suomi Infra Ky on an investment of EUR 30 million in 2023. With the investment, OP Finland Infrastructure LP became a minority shareholder in the company. In February 2024, Varma Mutual Insurance Company made a co-investment of EUR 15 million alongside OP Infra. These investments and future measures enable ESL Shipping to accelerate its green transition.

Telko is seeking strong growth both organically and through acquisitions. Aspo's vision is to grow Telko into a leading European player in distribution of specialty products in Europe. In 2023, Telko acquired Eltrex, a Polish special chemicals and industrial packaging materials distribution company, thus supplementing its business portfolio in Poland, which was previously focused on chemical distribution.

Leipurin is continuing to improve its performance by further developing its commercial operations, supply chains and procurement. The strong growth in 2023 was driven by the Kobia acquisition in Sweden and high inflation.

### GOOD RESULTS IN SUSTAINABILITY

In line with Aspo's strategy, all our businesses aim to be frontrunners in sustainability in their own fields. Sustainability also guides Aspo's management system and the process of exploring new investment opportunities. Aspo's key focus areas in sustainability include reducing emission intensity and improving occupational safety. We made good progress in terms of these targets in 2023: we almost reached our emission intensity target, and our accident frequency rate decreased significantly.

All our personnel completed the Code of Conduct and Compliance trainings during the year, including issues related to preventing corruption, among other topics. During the year, we also started our work to promote diversity, equity and inclusion (DEI) in the company because we believe that this development is essential for our business operations. To succeed now and in the future, we need a diverse range of skills, perspectives and backgrounds, and we work to strengthen a culture at Aspo where everyone has equal opportunities to thrive in their work.

### STABLE OUTLOOK

Although our operating environment has changed significantly over the past two years, our strategy is still relevant. We published our strategy at the end of 2021 and announced already then that we would be seeking growth in western markets in particular.

Nordic industrial companies will be investing tens of billions of euros in the green transition in the near future. ESL Shipping's market will grow significantly, and it has excellent opportunities to further strengthen its market position. We estimate that the development of ESL Shipping's key customer industries will be stable and show an upward trend in 2024. Telko seeks to accelerate its growth through acquisitions that support organic development. Leipurin will continue its successful work to improve its performance in its generally stable markets.

The move of our head office to Keilaniemi in Espoo and the merger of our Lintulahti locations in early autumn 2023 created both cost savings and opportunities to enhance our internal cooperation. The recruitment of key people during the year also supports our transformation, which has progressed well.

I believe that our operating environment and highly competent personnel will create good conditions for positive performance development in 2024.

**Rolf Jansson**  
Group CEO

The move of our head office to Keilaniemi in Espoo and the merger of our Lintulahti locations in early autumn 2023 created both cost savings and opportunities to enhance our internal cooperation.



## STRATEGY

# Strategy execution continued

Aspo creates value by owning and developing its businesses responsibly in the long term. Aspo's portfolio consists of three businesses, i.e. ESL Shipping, Telko and Leipurin. The common goal of the owned businesses is to be the market leaders and sustainability forerunners in their respective fields. The subsidiaries are responsible for their operations, customer relationships and development.

At the end of 2023, Aspo Group had business presence in 16 different countries, and employed some 800 professionals.

## ACTIVE OWNERSHIP ENABLING GROWTH

Aspo supports the growth of its businesses and aims to improve their profitability and ensure steady cash flows. Our ambition is to take an even more active role in mergers, acquisitions, and other restructuring activities as well as in growth investments in the current businesses.

Aspo focuses especially on industrial services, and its key clusters include logistics and trade. Sustainability is a key element in our management system and guides the process for new investment opportunities.

## TRANSFORMATION PROGRESSING

In 2023 we continued executing our strategy successfully. ESL Shipping progressed as planned with the ongoing investment in twelve green coasters: seven vessels are under construction and the first vessel in the

series, Electramar, was successfully launched in June and was delivered in December. The second vessel, Stellamar, was launched in October.

Aspo initiated a review of strategic options in spring 2023 to support and further accelerate ESL Shipping's low-carbon growth strategy. The program is assessing alternative measures, including launch of a second wave investment pool, potential minority equity investments in ESL Shipping, and the sale of the two supramax vessels. As the first result of this assessment, Aspo signed an agreement in November with OP Finland Infrastructure LP regarding an investment of EUR 30 million into ESL Shipping. In February 2024, Varma Mutual Insurance Company made a co-investment of EUR 15 million alongside OP Finland Infrastructure.

Telko continues to actively pursue acquisitions, both synergistic add-ons as well as new growth platforms. In January Telko acquired a Polish distribution company Eltrex, which is a distributor of specialty chemicals and industrial packaging materials. The company's wide offering includes raw materials for coatings, flooring and household chemicals industries.

Telko also continues to pursue organic growth, based on the growth in the underlying market as well as through gaining market share. Telko completed the sale of its Russian operations in April.

Leipurin's full profit potential program progressed as planned, with significant profit improvement compared

to 2022. The integration of Kobia progressed well and the acquisition has proven to be a game changer for Leipurin, strategically serving principals and customers in the Nordics.

The divestment of bakery equipment trading business in October and series of sales and lease backs of Swedish and Lithuanian properties during the year supported Leipurin's strategy to be a focused, Nordic ingredient and service company. The completion of the divestment of Leipurin Russian, Belarusian and Kazakh operations is still pending on approval of the local authorities.

## SUSTAINABILITY IN THE CORE OF BUSINESS

Sustainability is a key driver for Aspo's management system and especially for the company's investments. Aspo's businesses aim to be forerunners in sustainability in their respective sectors.

The current key target of Aspo is to reduce emission intensity, CO<sub>2</sub> (tn) per net sales (EUR thousand), by 30%

by 2025. The starting point (2020) was 0.44, while the target level (2025) is 0.30. In 2023 the emission intensity was at 0.37, only marginally behind the set goal of 0.36.

Another key sustainability focus area of Aspo is employee safety, measured by the development of accident frequency. Here we achieved great development, totaling into TRIF at 4.8 (8.1 in 2022).

## CAPITAL EFFICIENCY SUPPORTING STRATEGY EXECUTION

The Group's capital efficiency is tightly linked to the fulfillment of Aspo's strategy. Aspo's high debt management capacity, supported by its strong cash flow, enables the effective use of capital markets.

As part of its strategy, Aspo also takes care of its capital structure to support strategy execution. Aspo must have sufficient resources for operations and structural arrangements that produce more value.

### Aspo's long-term financial targets

Operating profit	8%
Annual increase in net sales	5–10%
Return on equity	> 20%
Gearing	< 130%



## ■ ESL SHIPPING

# Pursuing accelerated green growth



Net sales

MEUR **189.0**

-23%

Comparable operating profit

MEUR **18.3**

-51%

Personnel

**297**

ESL Shipping is the leading shipping services provider in the Northern Baltic Sea in its core segments. The company's core is to provide reliable shipping services for its industrial partners. To meet that purpose ESL Shipping's active operating region extends to South-Western Europe.

## PARTNERSHIP AS BUSINESS MODEL

The company aims to build long-term relationships with its selected partner clients. Seven out of the top ten ESL Shipping's customers have a longer than 10-year contractual relationship with ESL Shipping. This is an outcome of high customer advocacy that has been reached through in-depth understanding of clients' service needs and delivery of high-quality services. ESL Shipping builds a competitive edge through its ability to provide highly reliable transportation services year-round, despite sometimes harsh and challenging weather conditions.

## STRONG FINANCIAL RESULTS DESPITE CHALLENGING ENVIRONMENT

To provide flexible and reliable services, a sufficiently large and interchangeable fleet is required. At the end of 2023, ESL Shipping had 43 vessels in use, all 1A ice classed. Out of the vessel fleet 24 are 100%-owned, 2 minority owned and 17 are time-chartered. ESL Ship-

ping's total fleet has a deadweight tonnage of more than 443,000 tons.

Year 2023 was characterized by a challenging business environment. In various core customer segments, the business activity has been declining, pulling down especially spot volumes and rates, and the cost inflation and interest rates have been high. Further, since spring 2022 and following Russia's war against Ukraine, ESL Shipping has made decision to withdraw fully from Russian ports.

Despite all this, ESL Shipping delivered solid financial performance in 2023. The partnership-based strategy proved its strength within this adverse business environment.

## STRATEGY BUILT ON GREEN GROWTH

ESL Shipping's core market, the Northern Baltic Sea, is experiencing an unforeseen investment wave. Various billion-scale investments are currently ongoing, prepared or planned. The common denominator for these investments is the green transition. Major industrials are executing their strategies that build on e.g. green steel, sustainable and recyclable raw materials, low CO<sub>2</sub> emissions and renewable energy.

The "Green Growth" drives substantial boost for sustainable shipping needs in the region. Within ESL Ship-



ping's core segments, the need for shipments is projected to double within the next 5–10 years. Furthermore, given increased focus on emissions, the requirement for low or no emission sea transportation will be highlighted.

ESL Shipping is taking active steps to respond to this development. The company has already ordered twelve highly energy-efficient Coaster-sized electric hybrid vessels and the delivery of the first vessel took place at the end of 2023. The company is preparing the next wave of green vessel investments and ESL Shipping has reinforced its capabilities and capacity in renewable energy and project shipments. In addition, ESL Shipping is taking an active part in future fuel development and is well positioned to play a leading role in the provision of CO<sub>2</sub> free shipments.

## ADDITIONAL EQUITY TO ACCELERATE GREEN GROWTH

ESL's green transition demands substantial investments. To secure fast progress of green shipping investments, additional financing muscle is needed. In line with that purpose Aspo entered in November 2023 into agreement with OP Finland Infrastructure where OP Finland Infrastructure injects additional equity of EUR 30 million to ESL Shipping and becomes a minority shareholder in the company. In February 2024, Varma joined the arrangement with its own co-investment of EUR 15 million.

## ■ TELKO

# Scalable business



Net sales

MEUR **211.3**

+1%

Comparable operating profit

MEUR **9.0**

-20%

Personnel

**218**

Telko is a leading expert and supplier of plastic raw materials, industrial chemicals, and lubricants. The company provides raw materials, technical expertise and support to various industries. It operates as a sustainable partner in the value chain, bringing well-known international principals and customers together. Telko's partners benefit from the company's technical expertise and support, as well as its broad portfolio of raw materials that can help uncover plastic, chemical, and lubricant solutions that achieve greater productivity, sustainability, and operational quality.

In 2023 Telko had operations in Finland, the Baltic countries, Scandinavia, Poland, Romania, Ukraine, Kazakhstan, Uzbekistan, and China.

## FLUCTUATING DEMAND AND VOLATILE PRICES

Demand and market prices were significantly volatile throughout the year, and on average at a lower level than the previous year. The revenue of Telko's continuous businesses grew mainly due to the acquisitions, but profitability declined because of market price decreases. Telko managed to improve its cost efficiency and adapt costs, which mitigated the impact on profit caused by market conditions.

Telko completed successfully its withdrawal from Russia and Belarus and was able to continue its busi-

ness and operations in Ukraine. However, the market in Ukraine is still demanding due to the war, and thus, the level of business stays lower than before.

## SUCCESSFUL ACQUISITIONS AND EXITS

According to its strategy, Telko participates actively in market consolidation. In January 2024, Telko completed the acquisition of Eltrex, a Polish distribution company that specializes in specialty chemicals and industrial

**Telko provides raw materials, technical expertise and support to various industries.**

packaging materials. During the year, Telko completed its exit from the Russian market by selling its Russian subsidiary. Telko also ceased its operations in Belarus and started the liquidation process of its Belarussian subsidiary. In September Telko sold its injection moulding machinery business operations in the Baltic countries.

Telko continued to explore further merger and acquisition opportunities throughout the year.



## THE TELKO EFFECT™

To describe Telko's efforts to improve the environmental, financial, and technical performance of their customers, Telko launched its crystallized brand image, Telko Effect™. In essence, Telko's expertise, processes, total cost of ownership approach, and exceptional service attitude help Telko's customers, principals, and end-users to improve their performance in a sustainable manner.

Unleashing the Telko Effect means improved quality, productivity, sustainability, and efficient use of costs and resources. Telko adopts a solution-based focus with tailored, technically-minded expertise that achieves the standards that brand owners strive for.

## ■ TELKO CASE

# Scalability enabling efficient growth

Telko is committed to excellence, innovation, and sustainable growth. The ongoing strategic projects focused on scalability and the organizational remodeling underscore Telko's dedication to staying ahead in a dynamic business environment.

Telko's goal to grow significantly both organically and through M&A enables economies of scale that benefit the entire value chain: better cost efficiency and an even higher level of service for both customers and principals. Not only does scalability of operations bring cost efficiency but also improves business continuity, quality of operations and enables the efficient takeover of new business functions by leveraging synergies.

Telko aims to build a scalable platform that facilitates flexible business development so that Telko's relative profitability improves when it grows. Scalability requires uniform and replicable operational models, clear roles and responsibilities, and the automation and digitization of processes. This also allows for greater transparency across the entire value chain and optimization of the supply chain.

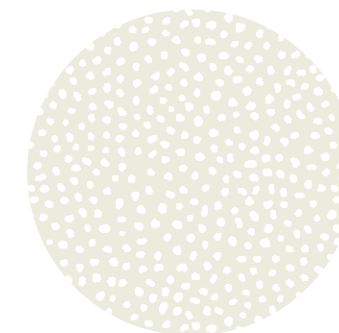
## ONGOING TRANSFORMATION JOURNEY

The journey towards more scalable operations began with the renewal of Telko's operating model. Telko's segment organization was introduced in 2021, replacing the previous country-based organization. This initiative is designed to align the company's structure with its growth objectives, and position Telko for sustained success in the years to come.

During recent years, Telko has undertaken significant projects aimed at enhancing scalability across various operational domains. The development of scalability continued through organizational changes, harmonization of processes and by building technical capabilities. The initial results can be seen as synergies in the successful integration of acquired companies in recent years.

Scalability work continues especially by utilizing the opportunities of modern technology to enhance process efficiency and supply chain optimization. These initiatives have not only bolstered operational efficiency but have also positioned Telko to adapt seamlessly to the evolving business landscape.

Scalability requires uniform and replicable operational models, clear roles and responsibilities, and the automation and digitization of processes.



## LEIPURIN

## New set up, new focus



Net sales

MEUR **136.1****+29%**

Comparable operating profit

MEUR **4.2****+282%**

Personnel

**157**

Leipurin operates as part of the food chain, sourcing raw materials in global markets and from domestic companies and supplying them through its effective logistics chain to serve customer needs. With operations in six countries including Finland, Sweden, the Baltic countries, and Ukraine, Leipurin serves bakeries, the food industry, and food service customers by providing raw materials, supporting research & development, recipes, and innovations for new products.

In 2023, Leipurin East with operations in Russia, Belarus and Kazakhstan were detached completely from Leipurin. An agreement to sell these operations was signed, but the process to close the case with approvals from Russian authorities continued throughout the year, still waiting for completion when entering year 2024.

### ENTERING NEW MARKET SEGMENTS IN SWEDEN

Swedish Kobia, acquired in 2022, was on board at Leipurin for its first full year. Integration activities continued throughout the year, and the operating models of Kobia and Leipurin were aligned. The sale and leaseback of Kobia's facilities was successfully completed. Kobia entered new market segments, and synergy realization proceeded as planned, continuing in 2024 with further commercial synergies. A significant efficiency improvement potential was identified in the supply chain.

### FURTHER FOCUS FOR FINLAND AND BALTICS

Finland performed extremely well under new country management, demonstrated not only in financials, but also in drastically improved Net Promoter Score and employee satisfaction ratings. The biggest single move during the year was divesting the remaining machinery

**Kobia entered new market segments, and synergy realization proceeded as planned, continuing in 2024 with further commercial synergies.**

business, turning the business focus even more to food ingredients. Market expansion outside the bakery industry started a few years ago and has turned into a significant new business leg. This initiative is being pushed forward in all Leipurin countries.

Baltics accomplished a good result overall. Biggest changes were made in Lithuania, with renewed man-

# LEIPURIN®

agement, and the turnaround from a commodity generalist towards a more specialized product and customer mix was started. Leipurin Lithuania facilities were sold, and the operations will move to a more modern setup in 2024.

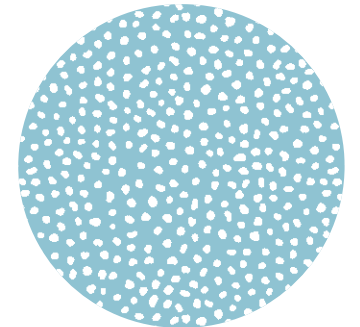
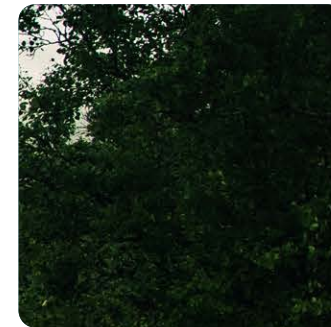
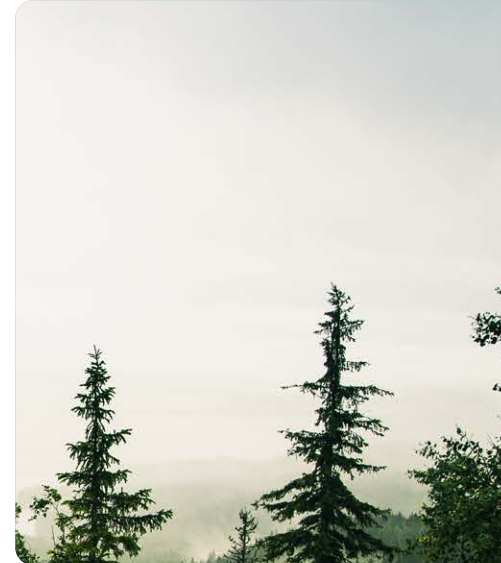
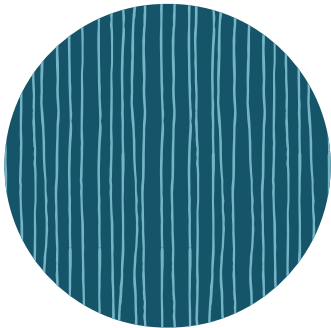
### CLARITY THROUGH COUNTRY-BASED OPERATING MODEL

The Leipurin Group operating model and management structure was changed from the previous matrix to more country-based businesses with clearer P&L responsibilities, while still recognizing the synergy benefits in common sourcing, cross-selling, and administrative functions across the Group.

Ukraine continued at low level, due to the obvious difficulties. Food and bakery industry in Ukraine operates as such, but has turned to predominantly cheaper domestic ingredient supplies, while the Leipurin business in Ukraine has traditionally been with imported goods.

# Aspo sustainability report 2023

Socially, financially and environmentally sustainable business is a requirement for creating long-term value. A responsibly led growing company can create jobs, tax revenues and wellbeing.



## Year 2023:

Aspo's key focus areas include reducing emission intensity and improving occupational safety. These targets showed good progress in 2023 and the development work in sustainability continued on several fronts.

The long-term goal of Aspo's businesses is to be frontrunners in sustainability in their respective sectors. Each business has separate focus areas in their sustainability activities.



**CARBON INTENSITY**  
CO<sub>2</sub> (tn) / net sales (t€)

**0.37**  
2022: 0.33

**INJURY FREQUENCY RATE**  
TRIF

**4.8**  
2022: 8.1

### Zero tolerance for corruption

Aspo's Code of Conduct prohibits corruption and bribery in all their forms. Aspo's Code of Conduct and Compliance trainings include anti-corruption issues and provide guidance for identifying any suspicious situations and practices considered unethical.

#### SHARE OF ASPO'S EMPLOYEES WHO COMPLETED THE TRAININGS IN 2023

Code of Conduct

**100%**

Compliance

**100%**

## ■ SUSTAINABILITY

# A year of progress in sustainability

The long-term goal of Aspo's businesses is to lead the way in sustainability in their respective sectors. Each business has separate focus areas in their sustainability activities, and the development of sustainability continued on several fronts in 2023.



While sustainability is an integral part of Aspo's strategy, we have strengthened the company's sustainability expertise and resources to lead and coordinate sustainability activities even more closely at a Group level. During 2023, the monitoring of key sustainability targets and development projects was incorporated more systematically into the continuous activities of the Board of Directors and the Group Executive Committee.

Our operations are guided by the Group's sustainability policy, and the implementation of the sustainability targets integrated into the remuneration plan is monitored on a shared reporting platform. Sustainability also guides Aspo's management system and the process of investigating new investment objects. We continued to develop ESG assessment criteria for potential acquisitions.

Aspo's key joint focus areas in sustainability include reducing emission intensity and improving occupational safety. We made excellent progress in occupational safety in 2023: our total recordable injury frequency decreased from 8.1 in the previous year to 4.8.

Also, with our emission intensity of 0.37, we were very close to the target of 0.36 set for 2023, and we are quickly approaching the long-term target set for 2025 to reduce emission intensity by 30% from the 2020 baseline. The energy-efficient electric hybrid vessels ordered by ESL Shipping, the first of which was deployed in December 2023, will play a significant role in reducing emission intensity in the future.

ESL Shipping has actively reduced its environmental footprint by bringing down its fleet’s emissions and energy consumption. At the end of 2023, ESL Shipping joined the Science Based Targets initiative (SBTi) and committed to setting short- and long-term science-based emissions reduction targets that are in line with the Paris Agreement to limit global warming to 1.5 degrees. ESL Shipping develops and validates its targets using the SBTi.

For Telko, a link between industrial customers and international raw material manufacturers, product safety is especially important in terms of sustainability. In addition to food safety, Leipurin focuses on reducing waste and emissions from product transport, and on favoring a plant-based product range.

In the People Power index, an indicator of the personnel’s job satisfaction, more sustainability-related questions were added in 2023, and the development of its results is monitored. In 2023, job satisfaction remained at the fairly high target level: the Group as a whole achieved the targeted AA rating, and there were no significant differences between the businesses.

In total, 100% of the Group’s all employees completed Code of Conduct and Compliance training during the year, which includes, for example, anti-corruption issues and provides guidance for identifying any suspicious situations and practices considered unethical.

In 2023, diversity, equity and inclusion (DEI) were selected as specific development themes, and a separate DEI policy was approved for the company. The first steps have been taken to increase DEI awareness and understanding, and they lay the foundation for the continuous development of the operating culture and practices throughout the Group.

We continued our active preparations for the entry into force of the EU Corporate Sustainability Reporting Directive. At the end of the year, we conducted a double materiality assessment at both Group and segment levels to identify material sustainability aspects for compliant reporting. Several development projects are in progress to ensure CSRD reporting capabilities for 2024.

Since 2018, Aspo has been a member of the UN’s Global Compact initiative, and the Group’s operations are steered by the ten Global Compact principles related to human rights, working life principles, the environment and the prevention of corruption. Aspo will report its progress in implementing the Global Compact principles annually as part of this Sustainability Report.

In its Management Report, Aspo releases information about environmentally sustainable economic activities in accordance with the non-financial reporting directive (NFRD) as defined in the EU taxonomy, the EU’s classification system for sustainable economic activities.

In addition to this Sustainability Report, ESL Shipping publishes a separate sustainability report and Telko releases more detailed information about sustainability in its operations on its website.

Helsinki, February 15, 2024

Aspo Plc

**Board of Directors**

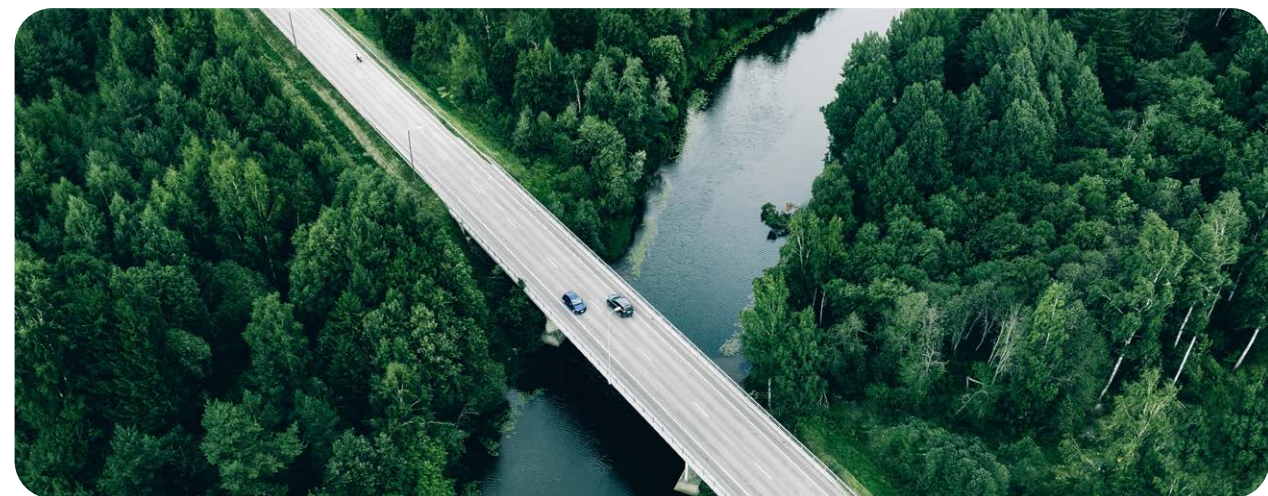
**CEO**



The UN’s Sustainable Development Goals that have been defined to be the most significant for Aspo and on which Aspo can have the most impact.

**Aspo and its businesses share the following sustainability commitments:**

- Increasing our business operations, while reducing their environmental loads
- Improving the Aspo experience for people in our value chain
- Advancing the practices of good governance at all levels





■ SUSTAINABILITY

# Aspo Group key sustainability themes

OUR AMBITION

Aspo portfolio companies aim to be sustainability forerunners in their industries

OUR COMMITMENTS/  
KEY FOCUS AREAS

**E**

Growing our business while lowering pressure to the environment

**S**

Improving the Aspo experience for people in our value chain

**G**

Driving sound governance practices at all levels

MATERIAL THEMES  
FOR ALL BUSINESSES



To reduce emission intensity



Ensuring employee safety



Sound governance practices



Driving sustainable innovations



Improving the employee, customer and principal experience



Thorough risk management



Improving recycling and waste management



Enhancing product and service quality



Continuous development of the Sustainability program

## ENVIRONMENTAL RESPONSIBILITY


# Sustainable shipping as part of the green transition

A more effective use of energy and raw materials play a key role in reducing Aspo's environmental impact.

E

## LOWERING CARBON INTENSITY

CO<sub>2</sub> (tn) / Net sales (t€)

Target 2023	Total 2023	2022	Notable	SDG
0.36	<b>0.37</b>	0.33	In 2023 the increase in emission intensity came from the decrease net sales, as absolute emissions decreased during the last 12 months	

## DRIVING SUSTAINABLE INNOVATIONS

Business-specific development of sustainable innovations.



## IMPROVING RECYCLING AND WASTE MANAGEMENT

Business-specific targets have been set for recycling and waste management.



The key goal related to the Group's environmental sustainability is to reduce emission intensity, CO<sub>2</sub> (tn) per net sales (EUR thousand), by 30% by 2025. In 2023, emission intensity increased slightly, being 0.37 (0.33 in 2022). The slight increase in emission intensity came from the decrease in Aspo's net sales, partly as a result of a drop in fuel prices, as absolute emissions decreased during the last 12 months. The structure of the fleet and weather, including ice conditions and storms, also had a particular impact on ESL Shipping's emission intensity.

A more effective use of energy and raw materials play a key role in reducing Aspo's environmental impact. As ESL Shipping's vessels generate the majority of the Group's carbon dioxide emissions, the most significant environmental aspects for the shipping company are related to the improved energy efficiency and the reduced carbon footprint of its fleet.

## TOWARDS FOSSIL-FREE SEA TRANSPORT FOR CUSTOMERS

ESL Shipping's goal is to halve its carbon dioxide emissions per transportation unit by the end of the decade. Achieving this goal calls for significant investments in new vessels, fuel solutions and other operating models to improve energy efficiency. Progress can already be seen in various areas. During 2023, ESL Shipping transported 12.8 (14.7) million tonnes of cargo, and its vessels consumed 769,317 (819,988) MWh of energy. CO<sub>2</sub>

emissions per transported tonne of cargo increased by 7.5% in 2023, mainly due to longer transportation distances. Absolute CO<sub>2</sub> emissions decreased by 7.4% to 204,795 tonnes.

Electramar, the first next-generation electric hybrid vessel, was delivered to ESL Shipping's subsidiary AtoB@C Shipping in India on December 15. Equipped with a shore-side electricity connection and one megawatt-hour batteries, the vessels are the most energy-efficient in the world in their size category, and their greenhouse gas emissions per transported unit of cargo are nearly 50% lower compared with current vessels. The order consists of a total of 12 vessels, with a new vessel being delivered to AtoB@C Shipping roughly every three months. The shipping company's building supervisors are monitoring the construction of the vessels at the shipyard.

In the fall, the shipping company deployed a new portal, in which crew members can view their vessel's emissions, energy consumption and other operational metrics, and compare them with the shipping company's other vessels in the same size category. The portal uses the same data that has previously been used in internal reporting and provided for customers through a customer portal. The goal of the portal is to integrate environmental awareness as a key part of daily activities and decision making.

ESL Shipping improved its performance in the 2023 EcoVadis sustainability assessment from 66 to 72 points, achieving the gold level. In terms of the environment, the shipping company was rated in the top 6%. At the end of 2023, ESL Shipping joined the Science Based Targets initiative (SBTi) and committed to setting short- and long-term science-based emissions reduction targets that are in line with the Paris Agreement to limit global warming to 1.5 degrees. ESL Shipping develops and validates its targets using the SBTi.

In the EU, emissions trading expanded to shipping at the beginning of 2024, covering vessels of more than 5,000 GT in the first phase, including ESL Shipping's Handy and Supramax class vessels. Preparations for emissions trading were started early in 2023, assisted significantly by comprehensive emissions reporting, which has already been conducted for several years now.

In addition to emissions to air, the shipping company's operations have an impact on seas. International regulation allows cargo hold wash water that is not hazardous to the environment to be pumped into the sea. ESL Shipping's goal is to exceed the level set by regulation and pump all cargo hold wash water onshore. The company invested systematically in this in 2023, as a result of which 43.5% (9.3%) of water was pumped onshore for processing. The shipping company is engaged in an active dialogue with ports to improve arrival procedures.

Virtual Arrival launched by ESL Shipping in summer 2021 is still used successfully in transportation between Luleå and Oxelösund in cooperation with SSAB and the Port of Oxelösund. The idea of Virtual Arrival is to reduce a ship's speed if it is known that its berth at the port will not be available upon arrival. Regardless of the actual

arrival time, a ship's position in the port's line-up is determined based on the arrival time calculated using the normal service speed. Energy savings have been significant: the carbon dioxide emissions of sea transportation have decreased by up to 24% as a result of the optimized service speed. The energy savings equal the annual consumption of roughly 200 Finnish households.

In April 2023, a program was launched to accelerate ESL Shipping's green transition by assessing three alternative measures: the establishment of a new investment pool for fossil-free vessels, the strengthening of ESL Shipping's capital by a minority owner, and the sale of two Supramax vessels of the shipping company. As the first result of this assessment, Aspo signed an agreement with OP Finland Infrastructure in November on an equity investment in ESL Shipping, and Varma joined the agreement in February 2024 by making an investment of its own alongside OP Finland Infrastructure.

We will continue our development by modernizing our fleet and deploying new non-fossil fuels. Playing a significant role in the zero-emission transportation of our industrial partners' zero-emission products is the cornerstone of our shipping company's strategy.

### **EMISSION REDUCTIONS THROUGHOUT THE VALUE CHAIN AS THE GOAL**

The largest environmental impact of Leipurin and Telko, which operate in the fields of trade and logistics, comes from elsewhere in the supply chain. As defined by Aspo's Board of Directors, the goal of these companies is to be the best and the most responsible partners for their customers and principals in their respective fields and to reduce emissions in the entire supply chain through their

expertise. This includes planning logistics flows effectively and ensuring the quality of products. We will continue goal-driven work throughout the value chain to understand our environmental impact more closely, regardless of the party which carries out each type of operation.

Telko is playing its part in improving the circular economy involving plastics and is providing its customers with environmentally sustainable solutions. For example, Telko was the first Finnish distributor to receive the ISCC Plus certificate. ISCC Plus is a certificate granted for bio-based plastics. Accordingly, Telko can provide plastic raw materials produced in line with mass balance principles for its customers. In 2023, Telko achieved the silver level in the EcoVadis sustainability assessment.

### **SYSTEMATIC RISK MANAGEMENT**

Aspo has classified environmental damage resulting from its operations and especially from fuel processing in the shipping company's operations and the practices of its partners, for example, in the transport and storage of chemicals as significant risks associated with the environment. Changing regulations, such as stricter environmental laws, changes in energy policies or the development of fuel taxation, can also have a significant impact on operating conditions and costs.

Aspo continuously monitors the regulatory situation and aims to develop its operations cost-effectively and at the correct time so that it can keep any investment needs resulting from changing regulations under control. The investigation conducted in recent years to identify the impact of the EU taxonomy for sustainable economic activities on the Group's businesses and reporting prac-

tices took new steps forward during 2023. To address environmental aspects in supply chains, Aspo has prepared the Supplier Code of Conduct.

Aspo prepares for and controls risks through effective environmental management. For example, ESL Shipping has its own environmental management system, certified by ISO 14001. In 2023, ESL Shipping registered two (2022: 3) minor oil spills from its vessels. As a result of these incidents, some 10 liters of oil or water mixed with oil were released into the environment. These were handled properly and resulted in no consequences from the authorities.

Telko's environmental protection practices are under constant development in accordance with the principles of the ISO 9001 standard. Telko has the ISO 14001 environmental certificate, which covers all of its units in the EU. In addition, Telko is a member of the Responsible Care program for chemical distributors, which guides operational development to be more extensive than the minimum requirements set out in acts and regulations.

## ENVIRONMENTAL RESPONSIBILITY

# Digital solutions improve efficiency and reduce emissions

ESL Shipping is at the forefront of developing digital solutions for more sustainable shipping. For several years, the company has collected comprehensive emission data from our vessel operations and the data is used in several applications across the company.

In 2023, the most significant business intelligence project has been the new fleet scheduling optimiser software, which has been developed together with Finnish software development company Siili Solutions. The first version of the software, which is due to enter the testing phase in early 2024 is aimed to help chartering and operations departments find the most optimal schedule for each vessel and provide opportunities to easily optimise the schedule based on different objectives such as the lowest environmental footprint.

Development of the Customer Portal has continued in 2023 with the addition of a tool to estimate the impact of using renewable fuels as a part of the fuel mix. Providing clients with transparent data on the emissions of their shipments is even more important

now that shipping was included in the EU Emission Trading System from the beginning of January.

## VESSEL PORTAL ENHANCES DECISION-MAKING ONBOARD

In the autumn, ESL Shipping launched the Vessel Portal designed exclusively for vessels' crews. This innovative portal utilises the same advanced platform and data that is accessible to the company's clients in the Customer Portal.

The introduction of this portal marks a significant milestone in the ongoing commitment to seamlessly integrate sustainability into the daily operations and decision-making processes both onboard and ashore. In the portal, the crew has access to comprehensive statistics and data about the performance of their vessels. Moreover, they can compare their performance with that of sister vessels, allowing for meaningful benchmarking.



**Kirsi Ylärinne**  
Operations and Environmental Director

"We are constantly developing our digital solutions to better leverage the data we are collecting. Our in-house data team has done excellent work developing our solutions on many fronts. One small but concrete example is the automated emission report, which is distributed to all employees every month to increase understanding of where we are in our emission reduction journey"



SOCIAL RESPONSIBILITY


# Personnel at the core of our success

At Aspo, work environments range from cargo vessels to chemical warehouses, and specific focus is placed on safety guidelines and training in all businesses.

## S


### ENSURING EMPLOYEE SAFETY

Total Recordable Injury Frequency (TRIF)

Target 2023	Total 2023	2022	Note	SDG
6.0	4.8	8.1	Accident rates remain low. Each individual accident significantly affects the TRIF figure.	

### IMPROVING THE EMPLOYEE, CUSTOMER AND PRINCIPAL EXPERIENCE

Employee satisfaction is measured by the People Power index

Target 2023	Total 2023	2022	Note	SDG
AA	AA	AA	No significant differences between the businesses	

### PRODUCT AND SERVICE QUALITY

Business-specific targets have been set to ensure the quality of products and services. The net promoter score is used in each business.



Aspo is committed to respecting internationally accepted human rights as defined in the Universal Declaration of Human Rights and the UN Guiding Principles on Business and Human Rights. We do not accept any discrimination based on education, competence, position, personality, way of life, work experience, ethnic origin, religion, gender, sexual orientation, age, nationality, abilities or other qualities.

Aspo treats its employees in a just and equal manner in all countries where it operates. The applicable local legislation and regulations are complied with in all contracts of employment. These concern, among other things, working hours, remuneration, development opportunities, human rights and working conditions.

We aim to improve the personnel's engagement and wellbeing at work by promoting employees' professional development at all organizational levels and by building an encouraging atmosphere.

### INVESTING EVEN MORE IN OCCUPATIONAL SAFETY

The most significant social risks are associated with occupational safety and health, and the availability and commitment of the personnel. At Aspo, work environments range from cargo vessels to chemical warehouses, and specific focus is placed on safety guidelines and training in all businesses. The goal is that there are zero occupational accidents.

In 2023, the total recordable injury frequency (TRIF) was 4.8, significantly better than in the previous year (8.1), and the target set for 2023 (6.0) was achieved. Aspo has several projects in progress to improve occupational safety and health, focusing especially on ESL Shipping's operations, in which occupational accident risks are higher than in our other subsidiaries. Operating mod-

els have been developed to address safety and investments have been made in communication, with the long-term goal being to develop the company's safety culture. Telko continued the new Safety Walk policy in its own and external warehouses and at each of its offices to increase safety and awareness of it. The process has proven an effective and productive way to make observations that improve safety and to carry out corrective measures on the basis of them.

### JOB SATISFACTION AT A HIGH LEVEL

Aspo regularly assesses the satisfaction of employees with their own tasks, the quality of management, and Aspo as an employer by conducting an annual atmosphere survey. Aspo measures its employees' job satisfaction through the People Power index which is part of the Group's sustainability goals. In 2023, job satisfaction remained at the fairly high target level: the Group as a whole achieved the targeted AA rating, and there were no significant differences between the businesses.

In addition to employees, Aspo Group also monitors the satisfaction of other stakeholders actively, and it has set business-specific goals to ensure the quality of products and services. The businesses regularly monitor the satisfaction of stakeholders and the likelihood that they would recommend each business to others using the net promoter score (NPS), a broadly used international market research metric. The NPS surveys conducted in 2023 showed that customer satisfaction is at least at a high level in all businesses.

# Developing safety culture at ESL Shipping

"I embarked as an apprentice aboard MS Arkadia, ESL Shipping's biggest vessel, 24 years ago. The experience was enchanting, sailing the seas and exploring ports across Europe and Africa.

Safety and emergency protocols were practiced among the crew, but there was hardly any emphasis on occupational safety back then. Helmets were nonexistent, awareness of high visibility clothing was lacking, and risky activities such as climbing on top of hatch coamings without safeguards was not uncommon. Sometimes we worked 24 hours without rest during crane operations. Jokes were made about the aftermath of cleaning holds, with dust in our eyes, ears, and throats. Signs like 'enclosed space' were seen, but preventive measures were not implemented when entering. Sadly, some incidents resulted in serious injuries, casting a shadow over our experiences.

## HUGE LEAPS IN SAFETY DEVELOPMENT OVER THE YEARS

In 2023, I assumed the role of Safety Manager at ESL Shipping after 18 years elsewhere. A remarkable transformation had taken place! A strong safety mindset

now prevails in the company, with management actively steering the development of a safety culture by setting targets and monitoring progress.

Ship masters demonstrate strong commitment to safety leadership, and the crew earnestly adheres to their responsibilities. Feasible safety procedures and tools supporting documentation, incident analysis, and root cause identification are in place. Violations of rest hours and alcohol policy are closely monitored, with thorough analysis conducted alongside the crew. The persistent long-term effort invested in instilling a safety mindset and ensuring vessel operations are conducted safely is bringing great results.

## SAFETY REQUIRES CONTINUOUS FOCUS

In safety, there is always room for further improvement. Deep-rooted habits persist, such as some crew members still need to be reminded of the use of helmets due to decades of sailing without them. Safety procedures exist to ensure the well-being of the crew, not for satisfying the inspectors.

Some vessels excel in proactive safety management, while others might be more reactive in their

mindset. For example risks relating to new cargo acquisitions highlight the continuous need for careful safety planning. Despite preventive measures, slips and trips sometimes still occur, prompting the necessity for continuous improvement.

Proactive measures such as risk assessments and structured management of change are crucial steps towards achieving excellence in safety leadership. Leading indicators show an effective avenue for successes, while lagging indicators provide valuable feedback on our shortcomings.

Better communication with ship masters and the entire crew at safety meetings and internal audits fosters deeper commitment to safety. Management's safety walks ensure that onboard operations are in the core of safety leadership.

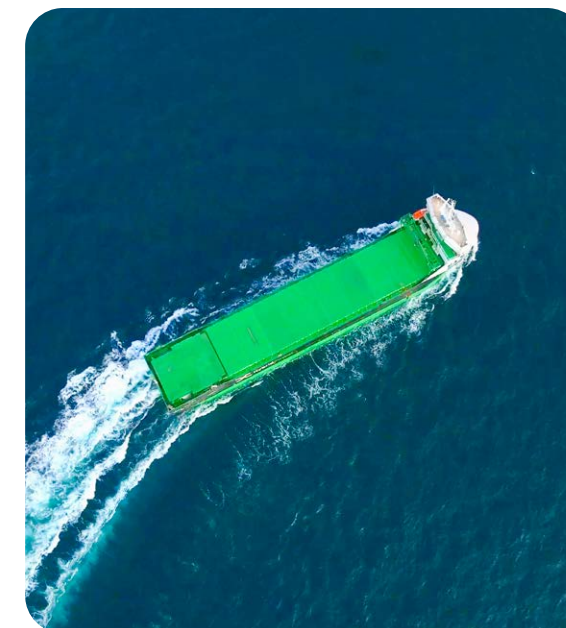
Over the past year, injury and safety results have improved. Although setbacks and mistakes may occur, the collective dedication to striving for a high safety culture is motivating. Together, we aim for a shared goal – ensuring everyone returns home from work safely."



Suvi-Tuuli Lappalainen

HSEQ Manager, DPA, CSO at ESL Shipping

"Together, we aim for a shared goal – ensuring everyone returns home from work safely."



CORPORATE GOVERNANCE


# A responsible employer and partner

As one part of Aspo's corporate governance, sustainability forms an integral part of our acquisition process and ownership agenda.

## G

### SOUND GOVERNANCE PRACTICES

Percentage of Aspo's personnel who completed the Code of Conduct & Compliance trainings

Target 2023	Total 2023	2022	Note	SDG
100%	100%	100 %		

### THOROUGH RISK MANAGEMENT

Further development of systematic risk management process together with portfolio companies.

### CONTINUOUS DEVELOPMENT OF THE SUSTAINABILITY PROGRAM

In 2023 the company's sustainability expertise and resources were strengthened to lead the sustainability activities at Group level.

Aspo Group's sustainability activities are coordinated by a sustainability team, the goal of which is to develop and share best practices in all businesses. Aspo's Code of Conduct, and HR management and development principles guide the Group's operations as a responsible employer. Aspo respects the freedom of association of employees and complies with local laws in each operating country. In emerging markets, in particular, Aspo aims to lead the way and spread sustainable operating methods.

A stage in Aspo's history ended in 2023 when Telko divested its operations in Russia in April and a decision was made in December to discontinue the operations of Leipurin in the east. ESL Shipping already divested its Russian operations in summer 2022. As an international company, Aspo continues to operate in countries in which corruption is common. According to Transparency International, these include Uzbekistan and Ukraine.

A key tool in the prevention of corruption and bribery is the responsible management of the supply chain. To ensure appropriate operating methods, Aspo's busi-

nesses monitor compliance with the Supplier Code of Conduct in various ways. In spring 2023, ESL Shipping joined the Maritime Anti-Corruption Network, which seeks to eliminate corruption in the maritime industry. Its extensive databanks and contact networks provide support for crew members and help anticipate any problematic situations in countries in which corruption and bribery continue to be problems. For example, specific sustainability audits have been conducted at Telko since 2019, and monitoring continued in 2023 through broader individual warehouse audits. In addition to on-site audits, a larger group of suppliers is monitored through self-assessment. A new AI-based tool will be tested in 2024 to verify the sustainability of suppliers and assess risks.

Aspo's Code of Conduct absolutely prohibits corruption and bribery in all their forms. Aspo's Compliance and Code of Conduct training includes anti-corruption issues and provides guidance for identifying any suspicious situations and practices considered unethical. In 2023, 100% of the Group's employees completed Code of Con-

duct training and 100% completed Compliance training. Aspo's goal is that all of the Group's personnel complete the training every year.

**MONITORING COMPLIANCE WITH REQUIREMENTS IN VARIOUS WAYS**

Aspo's businesses are also monitoring sector-specific regulations and Telko, for example, uses more detailed guidelines for bribery, and it complies with the FECC's Code of Conduct.

Product safety is key in the operations of both Telko and Leipurin. Non-conformities in quality and deliveries of incorrect products may have severe consequences. In 2023, the accuracy of product deliveries was at an excellent level at both Telko and Leipurin.

Significant numbers of the partners of ESL Shipping, Telko and Leipurin are important international companies, with which each of these businesses have been engaged in long-term cooperation and which have their own stabilized processes for the responsible management of supply chains. In addition, ESL Shipping regularly audits its time-chartered vessels, focusing especially on safety, the environment and quality.

Aspo's Internal Audit and Legal Affairs departments also conduct regular audits within all businesses.

**MISUSE CAN BE REPORTED ANONYMOUSLY**

Since 2020, Aspo has been using a fully anonymous whistleblowing channel maintained by an external party for suspected misuse. Through the service, employees can express their concerns over anything that is non-compliant with Aspo Group's values or Code of Conduct and may have serious consequences for our orga-

nization or individuals. Reports are forwarded to the whistleblowing channel team, led by the Group's Director of Legal Affairs. Reports are processed in accordance with a fixed process and forwarded to Aspo's Board of Directors, which will also process them if necessary. Employees are notified of the whistleblowing channel, for example, in conjunction with annual Code of Conduct training.

A total of 14 reports were submitted through the whistleblowing channel in 2023. These reports were processed and responded to in accordance with the Group's processes. The reports were mainly related to minor vio-

lations of internal policies. No new cases of fraud were discovered in the investigations conducted, and no confirmed violations related to corruption or bribery were reported through the whistleblowing channel.

Aspo also has a broad impact on the communities in which it operates. For example, ESL Shipping is a significant organizer of maritime transport and plays a key role in Finland's emergency supply, as maritime transport accounts for roughly 95% of Finland's imports and exports. In the event of a crisis, vessels operating under the Finnish flag safeguard connections to other countries.

**SUSTAINABILITY TO FORM AN INTEGRAL PART OF OUR ACQUISITION PROCESS AND OWNERSHIP AGENDA**

	TARGET MAPPING	ACQUISITION PROCESS	OWNERSHIP
OUR APPROACH	<p>We evaluate potential targets based on financial performance and strategic fit.</p> <p>Sustainability forms an integral part of the strategic fit –evaluation.</p>	<p>We deepen our understanding of the financial performance and strategic direction.</p> <p>Sustainability is evaluated both in terms of evaluating</p> <ul style="list-style-type: none"> <li>· Target performance across Aspo's key sustainability themes</li> <li>· Impact on Aspo's opportunity to reach set KPI targets</li> </ul> <p>The evaluation may result in us not investing in a company</p>	<p>We develop a sustainability strategy, incl. priority areas, together with the acquired company.</p> <p>We set targets, define key actions, and monitor results – we provide active support from the group where needed.</p> <p>We are committed to progress reporting to Aspo board and shareholders.</p>



# Promoting Diversity, Equity, and Inclusion: A Commitment to Positive Change

In 2023, Aspo Group established a DEI (Diversity, Equity, Inclusion) Task Force as part of our sustainability development work. Since its launch, the DEI Task Force has led several key initiatives to strengthen our DEI commitment aligned with our ESG targets.

One of the most significant achievements in 2023 was the internal launch of our DEI policy. This policy serves as a guiding framework, outlining our commitment to creating an inclusive workplace that values diversity and ensures equal opportunities for all.

## CREATING A WORKPLACE FOR EVERYONE TO THRIVE, CONTRIBUTE AND BE RECOGNIZED

In Aspo's pursuit of a more inclusive workplace, we evaluated the insights gathered from the 2023 engagement survey, which included also additional sustainability questions for the first time. Notably, sustainability was primarily perceived as environmental and product-related responsibility, with an impressive Responsibility Index of 87.8 at Aspo Group level.

The survey delved into perceptions of diversity and inclusion within Aspo Group. Findings indicate

that 90% of employees feel that diversity is viewed positively in our company, with a strong sentiment against discrimination. While there are some variations between countries, even the lowest results are considered very positive.

These overall positive survey results fortified our confidence in existing strengths regarding diversity and inclusion. Moreover, the findings emphasized the importance and opportunities for investing further in the growth of more diverse teams at Aspo Group.

## FOSTERING AWARENESS AND SKILLS ABOUT DEI ACROSS THE ORGANIZATION

Recognizing the pivotal role that DEI plays in organizational success, we organised trainings to all leadership teams as they are in the position to influence organizational strategy and priorities and enable sustainable DEI change throughout the organization. By delving into the principles and practices underpinning DEI initiatives, leadership teams gained insights into the tangible impact of diversity, equity, and inclusion

on organizational culture, employee engagement, and overall business success.

To widen the DEI knowledge to all employees, Aspo Group established a comprehensive hub for DEI resources, including core concepts and articles. Production of the training materials continues in 2024.

## ONGOING EVOLUTION TO GO BEYOND COMPLIANCE

Looking ahead to 2024, we are committed to providing comprehensive training to all supervisors and employees, and also renewing our annual Code of Conduct (CoC) training to raise awareness of DEI. Like many organizations navigating the complexities of DEI, Aspo Group is committed to move beyond awareness and take concrete action to develop practices and policies towards even more inclusive and diverse workplace.



**Taru Uotila**

SVP, Legal, HR and  
Sustainability at Aspo Plc

"Our commitment is to foster an equitable, diverse and inclusive workplace that recognizes and values difference and where everyone is treated fairly with dignity and respect. We recognize that our diversity—the many different and unique things we individually and collectively bring to work each day—contributes to building a stronger workforce and forms a platform for success of the company."

# Sustainability tables

The reporting period is the calendar year 2023. In principle, the reporting covers the entire Aspo Group. Any exceptions have been stated in conjunction with the indicators. The personnel figures given in the sustainability report include all permanent employees, including long-term absentees. The personnel figures also include the temporary maritime crew of AtoB@C Shipping, a subsidiary of ESL Shipping, but only with regard to vessels owned by the company. In the financial statements, the personnel figures only include Aspo Group's own employees, not temporary external workers.

## THE USE OF ENERGY AND EMISSIONS

<b>ESL Shipping</b>	<b>2023</b>	<b>2022</b>	<b>2021</b>	<b>2020</b>	<b>2019</b>
Purchased energy <sup>1,2</sup> , Mwh	<b>391.1</b>	328.4	322.1	243.4	117.6
Total use of fuel, Mwh	<b>769,317</b>	820,496	898,551	838,743	892,250
tCO <sub>2</sub> <sup>2</sup>	<b>204,795</b>	217,526	237,621	220,122	237,296
g-CO <sub>2</sub> per ton mile	<b>14.7</b>	13.67	15.74	15.48	15.47
tSO <sub>x</sub> <sup>2</sup>	<b>137.72</b>	87.34	98.36	56.44	179.27
mg-SO <sub>x</sub> per ton mile	<b>8.58</b>	5.52	5.93	3.97	11.69

<b>Telko</b>	<b>2023</b>	<b>2022</b>	<b>2021</b>	<b>2020</b>	<b>2019</b>
Purchased energy <sup>1</sup> , Mwh	<b>1,030.0</b>	1,347.7	1,172.0	768.5	1,093.0
tCO <sub>2</sub> <sup>2</sup>	<b>162.7</b>	219.6	340.1	215.8	306.9

<b>Leipurin</b>	<b>2023</b>	<b>2022</b>	<b>2021</b>	<b>2020</b>	<b>2019</b>
Purchased energy <sup>1</sup> , Mwh	<b>2,930.3</b>	3,681.1	3,212.8	4,148.0	3,394.8
tCO <sub>2</sub> <sup>2</sup>	<b>176.6</b>	606.2	965.4	1,124.0	1,154.2

<b>Other operations</b>	<b>2023</b>	<b>2022</b>	<b>2021</b>	<b>2020</b>	<b>2019</b>
Purchased energy <sup>1</sup> , Mwh	<b>258.8</b>	192.6	180.9	182.7	150.3
tCO <sub>2</sub> <sup>2</sup>	<b>27.4</b>	20.0	27.2	27.5	23.7

<b>Aspo Group</b>	<b>2023</b>	<b>2022</b>	<b>2021</b>	<b>2020</b>	<b>2019</b>
tCO <sub>2</sub> <sup>2</sup>	<b>205,186</b>	218,385	238,963	221,511	238,805
Net sales, M€	<b>553.0</b>	652.6	573.3	500.7	587.7
Aspo Group carbon intensity	<b>0.37</b>	0.33	0.42	0.44	0.41

<sup>1</sup> Purchased energy mainly measured, if not possible to measure the figures are estimated.

<sup>2</sup> The figures include Raahe from 2021 onwards. Tug Charlie's use of shore-side electricity increases energy consumption from 2021 onwards.

## INJURY FREQUENCY AND SICK LEAVES

ESL Shipping – Office	2023	2022	2021	2020	2019
TRIF <sup>1</sup>	0.0	8.2	8.1	2.7	
Sick leaves, % <sup>2</sup>	0.7	0.5	0.7	0.8	1.4

ESL Shipping – Marine personnel	2023	2022	2021	2020	2019
TRIF <sup>1</sup>	14.5	22.0	22.3	21.4	22.1
Sick leaves, % <sup>2</sup>	2.1	2.0	3.7	4.6	4.0

AtoB@C Shipping – Marine personnel	2023	2022	2021	2020	2019
TRIF <sup>1</sup>	0.0	10.2	10.9		
Sick leaves, % <sup>2</sup>	0.1	0.2	0.30		

Telko	2023	2022	2021	2020	2019
TRIF <sup>1</sup>	2.2	1.7	0	0	
Sick leaves, % <sup>2</sup>	1.0	1.4	1.2	1.2	1.4

Leipurin	2023	2022	2021	2020	2019
TRIF <sup>1</sup>	0	0	6.3	10.3	
Sick leaves, % <sup>2</sup>	2.7	2.5	3.5	2	4.0

Other operations	2023	2022	2021	2020	2019
TRIF <sup>1</sup>	0	0	0	0	
Sick leaves, % <sup>2</sup>	0.2	0.6	0.3	0.3	1.6

Aspo Group	2023	2022	2021	2020	2019
TRIF <sup>1</sup>	4.8	8.1	8.8	8.5	

<sup>1</sup> Injury frequency is presented per 1,000,000 working hours.

TRIF = All injuries that require medical treatment and/or alternative work.

<sup>2</sup> Sick-leave absence ratio is calculated: (sick days/total work days)\*100. For AtoB@C Shipping's marine personnel in Sweden, the sick leave % is calculated only for days at sea.

## NUMBER OF PERSONNEL BY GEOGRAPHICAL AREA, DECEMBER 31

ESL Shipping <sup>1</sup>	2023	2022	2021	2020	2019
Finland	284	277	276	275	262
Scandinavia	84	78	79	79	74
Baltic countries					
Russia, other CIS countries and Ukraine					
Other countries				1	1
<b>Total</b>	<b>368</b>	355	355	355	337

Telko	2023	2022	2021	2020	2019
Finland	48	52	50	49	52
Scandinavia	43	48	38	37	24
Baltic countries	40	52	54	34	36
Russia, other CIS countries and Ukraine	54	114	155	140	162
Other countries	32	27	24	25	25
<b>Total</b>	<b>217</b>	293	321	285	299

Leipurin	2023	2022	2021	2020	2019
Finland	38	39	76	73	80
Scandinavia	70	70			
Baltic countries	43	48	47	49	50
Russia, other CIS countries and Ukraine	6	98	147	141	167
Other countries					
<b>Total</b>	<b>157</b>	255	270	263	297

Other operations	2023	2022	2021	2020	2019
Finland	40	42	36	32	27
Scandinavia					
Baltic countries					
Russia, other CIS countries and Ukraine					
Other countries					
<b>Total</b>	<b>40</b>	42	36	32	27

Aspo Group	2023	2022	2021	2020	2019
Finland	410	410	459	450	451
Scandinavia	197	196	57	116	98
Baltic countries	83	100	101	83	86
Russia, other CIS countries and Ukraine	60	212	302	281	329
Other countries	32	27	25	27	27
<b>Total</b>	<b>782</b>	945	944	957	991

<sup>1</sup> ESL Shipping's marine personnel of the subsidiary AtoB@C Shipping reported for the vessels owned.

From the beginning of year 2023, following the shift of the strategic focus towards western markets, Aspo changed the market areas when reporting net sales. The new reportable market areas regarding net sales are: Finland, Scandinavian countries, Baltic countries, Other European countries and Other countries. The personnel figures for 2023 are reported with the old market area structure.

## NUMBER OF PERSONNEL BY CATEGORY, DECEMBER 31

ESL Shipping <sup>1</sup>	2023	2022	2021	2020	2019
Office staff	43	47	43	41	38
Supervisors	9	6	7	8	3
Management	7	6	7	6	7
Non-office staff	0	2	2	2	2
<b>Total</b>	<b>59</b>	61	59	57	50

Telko	2023	2022	2021	2020	2019
Office staff	161	234	265	233	250
Supervisors	43	47	26	25	19
Management	6	5	24	20	24
Non-office staff	7	7	6	7	6
<b>Total</b>	<b>217</b>	293	321	285	299

Leipurin	2023	2022	2021	2020	2019
Office staff	94	164	190	182	206
Supervisors	23	39	35	37	40
Management	5	7	17	16	19
Non-office staff	35	45	28	28	32
<b>Total</b>	<b>157</b>	255	270	263	297

Other operations	2023	2022	2021	2020	2019
Office staff	34	34	28	26	22
Supervisors	2	3	2	2	2
Management	4	5	6	4	3
Non-office staff					
<b>Total</b>	<b>40</b>	42	36	32	27

Aspo Group <sup>1</sup>	2023	2022	2021	2020	2019
Office staff	332	478	541	497	538
Supervisors	77	95	72	74	65
Management	22	23	55	47	56
Non-office staff	42	54	40	41	45
<b>Total</b>	<b>473</b>	650	708	659	704

<sup>1</sup> Excluding marine personnel.

## NUMBER OF PERSONNEL BY CONTRACT TYPE, DECEMBER 31

ESL Shipping <sup>1</sup>	2023	2022	2021	2020	2019
Amount of personnel	59	355	295	355	337
Full-time contract	59	63	59	56	50
Part-time contract				1	

<sup>1</sup> Excluding marine personnel.

Telko	2023	2022	2021	2020	2019
Amount of personnel	217	293	321	285	299
Full-time contract	214	287	315	278	293
Part-time contract	3	6	6	7	6

Leipurin	2023	2022	2021	2020	2019
Amount of personnel	157	255	270	263	297
Full-time contract	153	246	264	260	293
Part-time contract	4	9	6	3	4

Other operations	2023	2022	2021	2020	2019
Amount of personnel	40	42	36	32	27
Full-time contract	39	41	35	30	26
Part-time contract	1	1	1	2	1

## GENDER DISTRIBUTION, DECEMBER 31

ESL Shipping	2023	2022	2021	2020	2019
Women	43	45	40	40	36
Men	325	310	255	315	301
<b>Total</b>	<b>368</b>	355	295	355	337

Telko	2023	2022	2021	2020	2019
Women	102	148	168	151	164
Men	115	145	153	134	135
<b>Total</b>	<b>217</b>	293	321	285	299

Leipurin	2023	2022	2021	2020	2019
Women	66	132	154	149	166
Men	91	123	116	114	131
<b>Total</b>	<b>157</b>	255	270	263	297

Other operations	2023	2022	2021	2020	2019
Women	22	22	18	18	16
Men	18	20	18	14	11
<b>Total</b>	<b>40</b>	42	36	32	27

The Boards of Aspo and segments	2023	2022	2021	2020	2019
Women	6	6	6	6	7
Men	13	14	8	9	9
<b>Total</b>	<b>19</b>	20	14	15	16

Aspo Group	2023	2022	2021	2020	2019
Women	233	347	383	367	394
Men	549	598	561	605	613
<b>Total</b>	<b>782</b>	945	944	972	1,007

## AGE DISTRIBUTION, DECEMBER 31

ESL Shipping	2023	2022	2021	2020	2019
< 24	11	10	4	5	12
25-39	127	128	114	132	119
40-54	153	140	119	141	127
55 <	77	77	58	77	79
<b>Total</b>	<b>368</b>	355	295	355	337

Telko	2023	2022	2021	2020	2019
< 24	0	1	3	3	8
25-39	69	106	144	131	140
40-54	110	137	131	116	117
55 <	38	49	43	35	34
<b>Total</b>	<b>217</b>	293	321	285	299

Leipurin	2023	2022	2021	2020	2019
< 24	5	7	8	1	3
25-39	41	75	97	105	129
40-54	76	130	122	121	132
55 <	35	43	43	36	33
<b>Total</b>	<b>157</b>	255	270	263	297

Other operations	2023	2022	2021	2020	2019
< 24	0			1	1
25-39	17	19	16	13	6
40-54	16	14	11	9	10
55 <	7	9	9	9	10
<b>Total</b>	<b>40</b>	42	36	32	27

Aspo Group	2023	2022	2021	2020	2019
< 24	16	18	15	10	24
25-39	254	328	375	385	400
40-54	355	421	394	397	402
55 <	157	178	160	165	165
<b>Total</b>	<b>782</b>	945	944	957	991

## AVERAGE AGE OF EMPLOYEES

ESL Shipping	2023	2022	2021	2020	2019
Average age of employees	45	44	44	45	45
Telko	2023	2022	2021	2020	2019
Average age of employees	43	41	41	42	41
Leipurin	2023	2022	2021	2020	2019
Average age of employees	46	44	42	43	41
Other operations	2023	2022	2021	2020	2019
Average age of employees	44	44	49	43	47
Aspo Group	2023	2022	2021	2020	2019
Average age of employees	44	44	42	44	44

## PEOPLE POWER (SCALE 0-100)

	2023	rating	2022	rating
ESL Shipping	80.6	AA+	78.9	AA
Telko	80.8	AA+	81.8	AA+
Leipurin	75.8	A+	70.5	A
Other operations	69.7	A+	75.2	AA+

In 2021, Aspo introduced People Power personnel survey, which aims to identify the organisation's strengths and areas for development in terms of its own work, the community work community and the entire organization.

## EMPLOYEE TURNOVER RATE

ESL Shipping	2023	2022	2021	2020	2019
turnover rate, ground staff	11	10	8	9	16
Telko	2023	2022	2021	2020	2019
turnover rate	24	21	17	8	20
Leipurin	2023	2022	2021	2020	2019
turnover rate	20	17	17	10	26
Other operations	2023	2022	2021	2020	2019
turnover rate	22	8	13	19	39
Aspo Group	2023	2022	2021	2020	2019
turnover rate	15	17	15	9	23

Average turnover, %

## CODE OF CONDUCT AND COMPLIANCE - TRAINING 2023

	Compliance, %	Code of Conduct, %
ESL Shipping	100	100
Telko	100	100
Leipurin	100	100
Other operations	100	100
Aspo Group	100	100

Family leave and other long absences have been excluded. Excluding marine personnel.



## GOVERNANCE

# Corporate governance statement

Aspo Plc is a Finnish publicly listed company. Its objective is to increase the shareholder value responsibly in the long term by leading and developing the businesses it owns.

### ASPO'S GOVERNING PRINCIPLES

Aspo's decision-making and governance comply with the Finnish Limited Liability Companies Act, securities market legislation, other regulations concerning listed companies, Aspo Plc's Articles of Association, and the rules and regulations of Nasdaq Helsinki Ltd.

Aspo follows the Finnish Corporate Governance Code 2020, effective from January 1, 2020. The Code is publicly available on the website of the Finnish Securities Market Association [www.cgfinland.fi](http://www.cgfinland.fi).

In addition to this Corporate Governance Statement 2023, Aspo has published a separate management report in the Aspo's Year 2023 publication. This statement will not be updated during the financial year, but the information about the topics included in it, as well as other necessary and up-to-date information for investors, is available on the company's website at [www.aspo.fi](http://www.aspo.fi).

The Corporate Governance Statement as well as the company's financial statements, annual report and auditor's report are available on Aspo's website at [www.aspo.com](http://www.aspo.com).

### GROUP STRUCTURE

Aspo Group's parent company, Aspo Plc, is a Finnish public limited company domiciled in Helsinki. The main responsibility for Aspo Group's administration and operations lies with Aspo Plc's governing bodies: the General Meeting, the Board of Directors and the CEO. The highest decision-making power is exercised by the shareholders at the General Meeting. The Board of Directors and the CEO are responsible for the management of Aspo Group. The Audit Committee and the Human Resources and Remuneration Committee support the Board of Directors' work. The Group Executive Committee assists the CEO in managing Aspo Group (the Group).

Aspo develops its group structure and businesses responsibly over the long term. Aspo Plc's task is to own, lead and develop the operations of its subsidiaries and other Group companies, centrally administer the Group companies, take care of matters related to financing and strategic planning, and plan and implement financially appropriate investments. Aspo supports the success and growth of its businesses through appropriate capabilities.

Aspo seeks sustainable long-term growth by investing revenues profitably and by seeking to implement a compounder profile. Aspo enables growth for the businesses it owns, and aims to improve their profitability and revenues by developing them and ensuring steady cash flows. The goal is to assume an even more active role in corporate arrangements, growth investments and business acquisitions. Sustainability is a key factor in guiding Aspo Group's management system and the process of identifying new investment opportunities. Aspo's businesses aim to lead the way in sustainability in their respective fields. In support of sustainability commitments, Aspo determined new ESG goals for key parts of the Group and its businesses. Aspo focuses on B-to-B industrial services in particular, and its key clusters include logistics and trade.

The Group's operational business is carried out by the Group companies, ESL Shipping Ltd, Leipurin Plc and Telko Ltd, and by their subsidiaries in Finland and abroad.

### GENERAL MEETING

The Annual General Meeting is held every year on a date determined by the Board of Directors, and it deals with matters falling within the competence of the Annual

General Meeting based on the Articles of Association, the proposals of the Shareholders' Nomination Board and the Board of Directors, and other possible proposals to the Annual General Meeting. The Annual General Meeting, amongst other things, adopts the financial statements, elects the Board members and the auditor, and decides on profit distribution and the remuneration of the Board members and the auditor.

When required, an Extraordinary General Meeting is convened. The Board of Directors must also convene an Extraordinary General Meeting if an auditor or shareholders with a total of at least 10% of all shares so request in writing in order for a given matter to be dealt with.

According to the Limited Liability Companies Act, a shareholder is entitled to have a matter falling within the competence of the Annual General Meeting dealt with by the Annual General Meeting if the shareholder so requests in writing from the Board of Directors well in advance, so that the matter can be included in the notice of the meeting.

The Board of Aspo Plc convenes the Annual General Meeting. The notice of the meeting is published by means of a stock exchange release and on the company's website no earlier than two months and no later than twenty-one (21) days prior to the meeting, but at least nine (9) days prior to the record date of the Annual General Meeting. In addition, the Board of Directors may, at their discretion, decide to announce the Annual General Meeting in one or several newspapers. In addition, the following information is published on the company's website no later than 21 days before the Annual General Meeting:

- Total number of shares and voting rights by share class on the date of the notice of the meeting
- Documents to be presented to the Annual General Meeting
- Decisions proposed by the Board of Directors or other competent body
- Any matter that is included in the agenda of the Annual General Meeting but for which no decision is proposed

The decisions of the Annual General Meeting are published after the meeting by means of a stock exchange release. The minutes of the Annual General Meeting, with the possible voting results and appendices related to the decisions, are published on the company's website within two weeks of the Annual General Meeting.

### SHAREHOLDERS' NOMINATION BOARD

Aspo Plc has a Shareholders' Nomination Board that prepares proposals to the Annual General Meeting regarding the election and remuneration of the Board members and the remuneration of the Board's committees. Aspo Plc's Shareholders' Nomination Board consists of the representatives of the four largest shareholders. In addition, the Chair of Aspo Plc's Board of Directors acts as an expert member of the Nomination Board.

The following representatives of the largest shareholders were members of the Nomination Board which prepared proposals for the 2024 Annual General Meeting: Roberto Lencioni, Chair (Vehmas family, including AEV Capital Holding Oy); Gustav Nyberg (Nyberg family, including Oy Havsudden Ab); Annika Ekman<sup>1</sup> (Ilmarinen Mutual Pension Insurance Company); and Pekka Pajamo (Varma Mutual Pension Insurance Company). In addition, Heikki Westerlund, Chair of Aspo's Board of Directors, has served as an expert member of the Nomination Board.

In 2023, the Shareholders' Nomination Board convened three times. The attendance rate was 100%.

### BOARD OF DIRECTORS

The Board of Directors is responsible for the administration of Aspo Plc and the appropriate organization of its operations. The Board of Directors has established an Audit Committee and a Human Resources and Remuneration Committee to support its work. When required, the Board of Directors can establish other permanent or temporary committees.

According to the Articles of Association, Aspo Plc's Board of Directors consists of five to eight members. The number of members of the Board is determined at the Annual General Meeting, where its members are also elected. The Board of Directors elects a Chair and a Vice

Chair from among its members. In the 2023 Annual General Meeting, seven members were elected. The term of the members ends upon the conclusion of the next Annual General Meeting following the election.

The Board constitutes a quorum when more than half of the members, including either the Chair or the Vice Chair, are present. The Board of Directors seeks to make unanimous decisions, but matters are put to a vote when required. The decisions are made by a majority of votes. In the event of a tie, the Chair has the casting vote.

The Board of Directors convenes at regular intervals, and whenever necessary.

The duties and responsibilities of the Board of Directors are set out in the Articles of Association, the Finnish Limited Liability Companies Act, and other applicable legislation. The particular duty of the Board of Directors is to promote the interests of the shareholders and the company by taking care of strategic policy decisions and the appropriate organization of business operations and administration, for example. The Board of Directors is also responsible for ensuring that the supervision of the company's accounting and asset management has been appropriately organized. The Board of Directors processes and decides on all matters concerning the company's operations that are most significant for the company. The Board of Directors has competence in all matters that are not handled by other administrative bodies pursuant to law or the Articles of Association.

Aspo Plc's Board of Directors has confirmed written standing orders, which state that the matters to be handled by the Board include, but are not limited to, the following:

- Aspo Group's strategic guidelines and the strategies of its businesses
- Group structure
- Matters to be presented to the Annual General Meeting
- Interim reports and consolidated financial statements
- The Group's business plans, budgets and investments
- Expanding and scaling back operations, acquisitions/divestments of companies or operations
- Group risk management, insurance and financial policies
- Group environmental policy
- Remuneration and incentive plans for the management
- Appointment of the CEO
- Monitoring the financial and financing situation of Aspo Group

The Board carries out an annual self-evaluation of its operations and working methods.

The Board of Directors had 15 meetings in 2023. The attendance rate was 100%.

The majority of Aspo's Board members are independent of the company and its major shareholders.

### Board committees

The Board of Directors may establish committees or other permanent or temporary bodies to carry out tasks determined by the Board in compliance with its standing orders. The Board of Directors elects the members of the committee and appoints its Chair. The Board of Directors confirms the standing orders for each commit-

<sup>1</sup> Annika Ekman recused herself from the preparation and decision-making concerning the proposals to be made to the 2024 Annual General Meeting, and announced her resignation from the Nomination Board on November 13, 2023. The Nomination Board will not elect a new member to replace the resigned member during this term of office because the minimum number of members specified in the standing orders is met. The Shareholders' Nomination Board of Aspo proposed to the 2024 Annual General Meeting that Annika Ekman be elected as a member of the Board of Directors.

tee, specifying the key tasks and operating principles of the committee. The majority of members of each committee must be independent of the company, and at least one member has to be independent of the company's major shareholders. The members of committees must have the competence required for the range of tasks handled by the committee concerned.

### Audit Committee

The Audit Committee is responsible for preparing matters related to the company's financial reporting and control. The Audit Committee does not have independent decision-making powers, but the Board makes decisions on the basis of preparations by the committee. The Audit Committee consists of the Chair and at least two members, whom the Board appoints from among its members for one year at a time. In 2023, Mammu Kaario served as Chair of the Audit Committee until April 4, 2023, and Kaarina Ståhlberg served as Chair from April 4, 2023, with Patricia Allam, Mikael Laine and Tatu Vehmas as its members.

The duties of the Audit Committee include:

- Monitoring the financial statements reporting process
- Supervising the financial reporting process
- Assessing the use and presentation of alternative performance measures
- Monitoring the effectiveness of internal control and audit and risk management systems
- Reviewing the plans and reports of the internal audit function

### ATTENDANCE AT THE MEETINGS BY MEMBERS OF THE BOARD AND ITS COMMITTEE MEMBERS IN 2023

	Board member since	Committee membership	Attendance		
			Board	Audit Committee	Human Resources and Remuneration Committee
Allam Patricia	2021	Audit Committee	15/15	5/6	
Kaario Mammu	2012	Audit Committee	4/4	1/1	
Laine Mikael	2016	Audit Committee	15/15	6/6	
Kolunsarka Tapio	2022	Human Resources and Remuneration Committee	15/15		4/4
Pöyry Salla	2016	Human Resources and Remuneration Committee	15/15		4/4
Vehmas Tatu	2018	Human Resources and Remuneration Committee as well as Audit Committee	15/15	6/6	4/4
Westerlund Heikki	2020	Human Resources and Remuneration Committee (Chair)	15/15		4/4
Kaarina Ståhlberg*	2023	Audit Committee (Chair)	11/11	5/5	

\* Member of the Board and Human Resources and Remuneration Committee since April 4, 2023

- Reviewing the plans and reports of the company's compliance function
- Handling of the company's corporate governance statement and non-financial report
- Monitoring the statutory audit of the financial statements and the consolidated financial statements
- Assessing the independence of the auditing firm
- Assessing the ancillary services provided by the auditing firm
- Preparing the proposal for/of the appointment of the auditor
- Other communications with the auditor in addition to the duties required by regulations
- Defining the principles for the monitoring and evaluation of related party transactions

The Audit Committee convenes regularly at least twice a year. In 2023, the Audit Committee held six meetings. The attendance rate was 96%.

### Human Resources and Remuneration Committee

The Human Resources and Remuneration Committee is responsible for preparing matters related to the remuneration and appointment of the CEO and other members of the company's management and to other personnel remuneration systems. The committee does not have independent decision-making powers; the Board makes the decisions collectively on its behalf. The Human Resources and Remuneration Committee consists of the Chairman and two to three members elected by the Board from among its members for one year at a time.

In 2023, Heikki Westerlund served as Chair of the Human Resources and Remuneration Committee, with

Tapio Kolunsarka, Salla Pöyry and Tatu Vehmas as its members.

The duties of the Human Resources and Remuneration Committee include:

- Preparing the appointment of the CEO and other members of the management and their successor planning
- Preparing the remuneration of the CEO and other members of the management
- Preparing matters related to the company's remuneration system
- Assessing the remuneration of the CEO and other members of the management, and ensuring that remuneration systems are appropriate
- Assessing and presenting recommendations to the Board of Directors regarding programs and other

incentive systems that are share-based or based on special rights entitling to shares

- Planning the remuneration of other personnel and the development of the organization
- Preparing the remuneration report
- Drawing up/issuing the Board's diversity report
- Monitoring the need to update the remuneration policy and compliance with the policy (regarding the remuneration of the CEO)
- Responding to questions related to the remuneration report at the General Meeting
- Recommending an advisor for the company's Board of Directors, if necessary, and preparing a proposal for fees paid to experts.

The Human Resources and Remuneration Committee convenes regularly at least three times a year. In 2023, the committee held four meetings. The attendance rate was 100%.

#### Chair of the Board of Directors

Heikki Westerlund (b. 1966), M.Sc. (Econ.), has served as Chair of Aspo Plc's Board of Directors since April 8, 2021.

#### Diversity of the Board of Directors

Aspo Plc regards diversity of the Board of Directors as a significant part of sustainable operations and a success factor that allows the company to reach its strategic goals. Diversity is part of an effective Board of Directors that is able to work together and respond to the requirements set by the company's businesses and strategic

goals, and to challenge the company's executive management in a proactive and constructive manner.

The Shareholders' Nomination Board prepares and presents the proposal for the composition of the Board of Directors to the Annual General Meeting. When planning the composition of the Board of Directors, the Shareholders' Nomination Board takes into account these diversity principles and particularly the needs and development phases of the company's businesses, as well as the competence areas required by different Board committees. When selecting Board members, the key objective is to ensure that the Board of Directors as a whole supports the development of Aspo Plc's current and future business operations.

The Shareholders' Nomination Board discusses the competence, know-how and suitability required of Board members so that each member can be assumed to have the required expertise and experience for successfully carrying out their duties. The objective of the preparatory work of the Nomination Board is to ensure that the Board of Directors forms an effective entity.

Diversity on the Board of Directors is examined from different perspectives. For the composition of Aspo Plc's Board of Directors, key factors are, in particular, competence, with each board member supplementing one another, and education and experience in different markets and fields of business and in management and operations in different development phases, as well as the personal characteristics of each member. In addition, diversity in the Board of Directors is supported by experience in an international operating environment and consideration of the age and gender distribution, among other factors.

The members of Aspo Plc's Board of Directors must have the competence required for the position and the ability to allocate sufficient time to their duties. When composing the Board of Directors, long-term needs and succession planning are also taken into account. The composition of the Board of Directors and its number of members must enable the Board of Directors to work effectively.

#### CEO

Aspo Plc's CEO is appointed by the Board of Directors. The Board also approves the remuneration payable to the CEO, on long-term and short-term incentive programs, and other terms and conditions of the CEO's service contract. The terms and conditions of the CEO's service are specified in writing in the CEO's service contract approved by the Board of Directors. The CEO is appointed for an indefinite term.

Rolf Jansson (b. 1969), M.Sc. (Tech.), M.Sc. (Econ.), serves as the CEO of Aspo Plc. The CEO leads and develops the Group's business operations and is responsible for the operative management in accordance with the guidelines provided by the Board of Directors. The CEO presents matters and reports to the Board of Directors. The CEO is responsible for the Group's administration in accordance with the instructions of the Board of Directors, for ensuring that the company's accounting complies with applicable legislation, and for the reliable management of the company's assets. The CEO also serves as Chairman of the Board of Directors for subsidiaries and as the operational supervisor for Aspo Plc's administration and for the Managing Directors of the sub-groups. Furthermore, the CEO is responsible for

the internal audit and for the Group's risk management, which are coordinated by the director of legal affairs.

#### GROUP EXECUTIVE COMMITTEE

The CEO is assisted by the Group Executive Committee. The Group Executive Committee is responsible for developing the strategic structure of Aspo Group and its performance, and it prepares the Group's policies and common practices. The Group Executive Committee consists of the following members: the CEO; the CFO; Vice President, Corporate Development; Senior Vice President, Legal; and the Managing Directors of the Group's business units. The Group Executive Committee convenes at least six times a year.

#### REMUNERATION

The Remuneration Policy concerning Board members and the CEO was approved by the Board of Directors of Aspo Plc on March 4, 2022. The Remuneration Policy describes the decision-making procedures and principles concerning the remuneration of the Board of Directors and the CEO, and it is presented to the Annual General Meeting every four years or whenever amendments are made. The salaries, remuneration and other financial benefits of the Board of Directors and the CEO are presented in a separate remuneration report available on the company's website at [www.aspo.com/en/governance/remuneration](http://www.aspo.com/en/governance/remuneration).

#### AUDIT

The statutory duty of the independent external auditor is, in particular, to ensure that the financial statements provide accurate and sufficient information about the

company's financial results for the period and its financial position.

In accordance with the Articles of Association, the Annual General Meeting elects the auditor, which must be an auditing firm approved by the Finland Chamber of Commerce. In addition, the Annual General Meeting decides on the fee payable to the auditor and on the grounds for the fee. The term of the auditor ends upon the conclusion of the next Annual General Meeting following their election. When changing the auditor, the Annual General Meeting elects the new auditor on the basis of the proposal of the Board of Directors, prepared by the Audit Committee.

The auditor selected by the Annual General Meeting is responsible for providing auditing guidelines and coordinating the auditing work throughout the Group. As part of the annual audit, the auditor audits the company's accounts and administration. In addition, the auditor audits the consolidated financial statements and other relations between Group companies. The auditor provides the company's shareholders with the auditor's report required by law in connection with the financial statements. The Board also receives other possible reports and statements issued by the auditor.

The 2023 Annual General Meeting elected the Audit Firm Deloitte Oy as the auditor. Jukka Vattulainen, KHT, serves as the auditor-in-charge. In 2023, companies belonging to Deloitte Oy in Finland and abroad were paid around EUR 228,373 in fees for performing audits for Aspo Group. In addition, non-audit services were acquired for around EUR 71,133.

## INTERNAL CONTROL

The particular objective of Aspo Plc's internal control is to ensure the profitability and efficiency of operations, reliable financial reporting, and compliance with the applicable laws and regulations and the agreed practices and operating principles. Aspo Plc's internal control includes the control integrated into the business processes, the Group's management system, and financial reporting covering the entire Group. Internal control is an integral part of the company's management, risk management and administration.

The aim of internal control is to create sufficient certainty of goals and objectives being reached in terms of the following:

- Operational profitability and efficiency and capital management
- Reliability and integrity of financial and operational information
- Compliance with laws, regulations and agreements, as well as ethical principles and social responsibility
- Safeguarding and responsible management of assets and brands

The responsibility to arrange internal control lies with the Board of Directors and the CEO both at Group level and in the different businesses. The Board of Directors is accountable to the shareholders, and the CEO is accountable to the Board. The internal audit function supports the Group and business management in their internal control responsibility, and the aim is to provide Aspo Plc's Board of Directors with sufficient certainty of the effectiveness of internal control. The Audit Committee monitors the operations and effectiveness of the

company's internal control at its meetings and reviews the plans and reports of internal control.

## FINANCIAL REPORTING

The control of financial reporting is based on monitoring business processes. The information for financial reporting is created as business processes progress, and the responsibility for accurate information is shared by all participants in the process. The financial reporting process is decentralized and it is monitored by the Audit Committee.

Consolidated financial statements are prepared in accordance with the IFRS standards as adopted by the EU. The financial statements of the parent company and the Finnish subsidiaries are prepared in accordance with the Finnish Accounting Standards. Each separate company complies with the legislation of the country where it is located, but reports the information in accordance with Aspo's internal accounting guidelines. Separate companies may have their own chart of accounts, but all information is consolidated on the basis of a common chart of accounts to the unit level, where its reliability is assessed before the information is transferred to Group level. Aspo Group's financial information is verified, and assessed on a monthly basis. In each phase, the unit responsible for the quality and generation of information will assess its reliability. The Group-level monitoring and reconciliation mechanisms are used on a monthly basis.

The systems required for financial reporting are decentralized and used in accordance with the principles of internal control. The achievement of the set targets is monitored on a monthly basis within the Group's consolidation and reporting system. In addition to actual

and comparison figures, the system provides up-to-date forecasts. The reports are provided for Aspo's Board of Directors monthly. The Board of Directors assesses the Group's position and future based on the information provided. The Board of Directors is responsible for the content and publication of the financial statements.

In addition to the Audit Committee, the reliability of reporting and processes is assessed by an independent external audit firm.

## INTERNAL AUDIT

Internal audit assists the Board of Directors in its control responsibility by, amongst other things, assessing the level of internal control maintained to achieve Aspo Plc's operational targets. Internal audit supports the organization by assessing and verifying the effectiveness of business processes and risk management, as well as management and administration.

The operating principles for internal audit are approved as a part of the internal control principles provided by the Board of Directors. The Group's director of legal affairs is responsible for the coordination of internal audit activities, and internal audit findings are reported to the CEO, the Audit Committee and the Board of Directors. Internal audit is organized corresponding to the size of the Group. Additional resources and special expertise are acquired if necessary. Audits are based on risk assessments. Audit assessment and assurance target the profitability and effectiveness of operations, the reliability of financial and operational reporting, compliance with the law, and the safeguarding of assets.

Written audit reports are prepared and distributed to the Group's CEO, the senior management of the audited

sub-group, and the management of the audited business or unit. Internal audit prepares a summary report on conducted audits, the most significant findings and agreed measures at least quarterly for the Audit Committee of Aspo Plc's Board of Directors.

The Audit Committee monitors the operations and effectiveness of the company's internal audit at its meetings and reviews the plans and reports of internal audit.

## RISK MANAGEMENT

The purpose of risk management is to promote the achievement of the Group's goals. Risk management aims to proactively identify and manage potential problems and to identify and seize business opportunities. Risk management supports the development and implementation of Aspo Plc's strategy.

The purpose of risk management is that:

- Aspo Plc has an effective risk management control model, and related processes integrated into its business management.
- Managers have access to high-quality and up-to-date information about business risks and their control measures, providing support for decision-making.
- The probability of the materialization of risks and unexpected events and their impacts on financial performance and reputation can be reduced effectively.
- Risk management measures and selected control measures are based on Aspo Plc's willingness to take risks and ability to tolerate risks.
- Cooperation in risk management is effective between Aspo Plc's different businesses.

The managers of the Group and its businesses are responsible for risk management. They are also responsible for determining sufficient measures and their implementation, and for monitoring and ensuring that the measures are implemented as part of the daily management of operations. Risk management is coordinated by the Group's director of legal affairs, who reports to the CEO.

The Audit Committee monitors the effectiveness of the risk management systems and deals with risk management processes, plans and reports.

Each business has a separate risk management program. Business risks and their management are discussed regularly by the management teams of the businesses. The Group's shared functions ensure that sufficient risk assessment and reporting procedures are incorporated into the processes they are responsible for. The Group's administration is responsible for Group-level insurance plans.

Characteristic risks in each business area are identified in the business units, assessed in the business units' management teams, and reported to the subsidiaries' Boards of Directors and, if necessary, also to Aspo Plc's Board of Directors or the Audit Committee.

Risks are continuously assessed, and their management is discussed in the business units' management teams. Risk assessments are updated in accordance with Aspo Plc's management policy, and the most noteworthy findings are presented in the quarterly interim reports.

Financial risks, their management principles and the related organization are presented in the notes to the financial statements.

## RELATED PARTY TRANSACTIONS

Aspo complies with the legislation governing related party transactions, the Finnish Corporate Governance Code 2020, and the rules and instructions of Nasdaq Helsinki Ltd. Based on these, Aspo Plc must evaluate and monitor the business transactions in which it is engaged with its related parties, and ensure that any conflicts of interest are appropriately addressed in decision-making. Aspo Plc maintains a list of related parties and verifies any changes at least once a year. If related party transactions are significant for Aspo Plc and differ from normal business activities, or have been carried out on the basis of unusual market conditions, the decision-making processes associated with these related party transactions must be described in the financial statements.

Aspo Plc's related party transactions are described in Note 5.3 ("Related Parties") to the consolidated financial statements. Related party transactions are not significant for the company, nor do they differ from the company's normal business activities, and they have been carried out at normal market terms.

## INSIDER ADMINISTRATION

Aspo Group complies with the EU's Market Abuse Regulation (EU No 596/2014) and regulations issued pursuant to it, and other applicable guidelines, including the insider guidelines of Nasdaq Helsinki Ltd.

Permanent insiders of Aspo Plc include the members of the Board of Directors, the Group Executive Committee, the auditor and other individuals who have regular access to insider information. Individuals working in managerial positions at Aspo Plc include members of the

Board of Directors and the Group Executive Committee. When necessary, Aspo establishes and maintains project-specific insider lists of persons involved for projects involving insider information.

A closed period of 30 calendar days before the publication of interim reports, half-year financial reports and financial statements applies to individuals working in managerial positions at Aspo Plc and to permanent insiders. During the closed period, the persons are prohibited from trading on Aspo's shares and other financial instruments on one's own account or for the account of a third party. Furthermore, individuals entered in project-specific insider lists cannot trade in financial instruments / on securities issued by the company during the specific project period. Individuals working in managerial positions at Aspo Plc and their related parties must report any business transactions associated with the company's financial instruments to the company and to the Finnish Financial Supervisory Authority.

The Group's CFO is responsible for the control and monitoring of insider issues.

Aspo Plc's insider register and project-specific insider lists are maintained in the Sire service, an application service provided by Euroclear Finland for its customers to maintain registers associated with insider administration.

Aspo Plc  
Board of Directors

Published on March 21, 2024

# Board of Directors

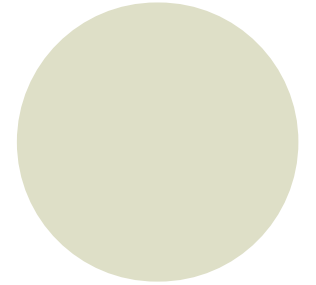
DECEMBER 31, 2023



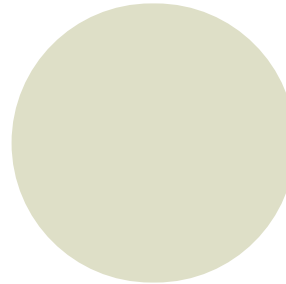
◀ HEIKKI WESTERLUND



◀ SALLA PÖYRY



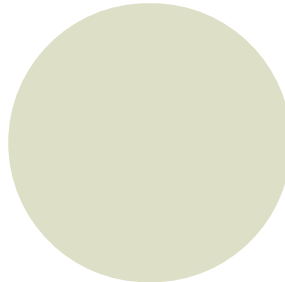
◀ PATRICIA ALLAM



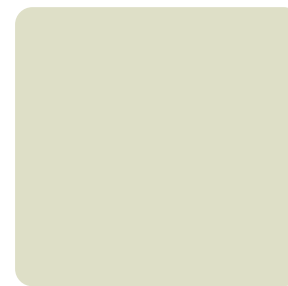
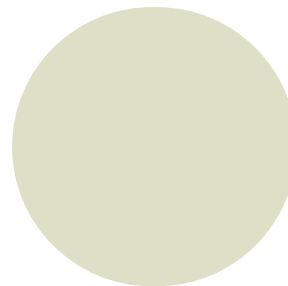
TAPIO KOLUNSARKA ▶



TATU VEHMAS ▶



KAARINA STÅHLBERG ▶



◀ MIKAEL LAINE



# Board of Directors

DECEMBER 31, 2023

## HEIKKI WESTERLUND

M.Sc. (Econ.), born in 1966  
 Board professional  
 Board member, Duuri Group Oy, since 2018  
 Board member, Kemppi Oy, since 2018  
 Board member, Marinetek Group, since 2021  
 Board member, Oras Invest Oy, since 2022  
 Chair of the Board, Oriola Oyj, since 2023  
 Chair of the Board, Kvanted Oy, since 2023  
 Chair of the Board of Directors since 2021  
 Member of the Board of Directors since 2020  
 Chair of the Human Resources and Remuneration Committee since 2021  
 Member of the Audit Committee in 2020

Independent of the company and its major shareholders

SHAREHOLDING  
 Shareholding in Aspo Plc on December 31, 2023: 15,000 shares, or 0.05% of the total number of shares; held by related party Procurator-Holding Oy: 20,000 shares, or 0.06% of the total number of shares.  
 No holdings or rights based on share-based incentive plans.

## PATRICIA ALLAM

M.Sc. (Econ.), MBA (IMD), born in 1985  
 Fastned B.V. – Head of Funding & Investor Relations since 2023  
 Member of the Board of Directors since 2021  
 Member of the Audit Committee since 2021

Independent of the company, dependent on its major shareholders

SHAREHOLDING  
 Shareholding in Aspo Plc on December 31, 2023: 6,371 shares, or 0.02% of the total number of shares; held by related party Oy Havsudden Ab: 3,262,941 shares, or 10.39% of the total number of shares.  
 Aspo's hybrid bond 2022: EUR 0.2 million; EUR 0.7 million held by related party Oy Havsudden Ab.  
 No holdings or rights based on share-based incentive plans

## TAPIO KOLUNSARKA

M.Sc. (Tech.), M.Sc. (Econ.), born in 1975  
 President & CEO, Insta Group, since 2023  
 Board member, Cargotec Oyj, since 2023  
 Board member, Aidian Oy, since 2023  
 Board member, Millog Oy, since 2023  
 Board member, Senop Oy, since 2023  
 Chair of the Board of Directors, Leijona Instituutti Oy, since 2023  
 Member of the Board of Directors since 2022  
 Member of the Human Resources and Remuneration Committee since 2022

Independent of the company and its major shareholders

SHAREHOLDING  
 Shareholding in Aspo Plc on December 31, 2023: no shares  
 No holdings or rights based on share-based incentive plans.

## MIKAEL LAINE

M.Sc. (Econ.), born in 1964  
 SVP, Strategy, Cargotec Corporation, since 2014  
 COO, Kalmar, since 2023  
 Member of the Board of Directors since 2016  
 Member of the Audit Committee since 2016

Independent of the company and its major shareholders

SHAREHOLDING  
 Shareholding in Aspo Plc on December 31, 2023: 10,000 shares, or 0.03% of the total number of shares.  
 Aspo's hybrid bond 2022: EUR 0.2 million.  
 No holdings or rights based on share-based incentive plans.

## SALLA PÖYRY

D.Sc. (Econ.), CEFA, born in 1984  
 Chair of the Board, Procurator-Holding Oy, since 2015  
 Chair of the Board, Managing Director, Aspans Ab, since 2021  
 Member of the Board of Directors since 2016  
 Member of the Human Resources and Remuneration Committee since 2020  
 Member of the Audit Committee 2016–2020

Independent of the company and its major shareholders

SHAREHOLDING  
 Shareholding in Aspo Plc on December 31, 2023: 1,000 shares, or 0.003% of the total number of shares; held by related party Procurator-Holding Oy: 564,882 shares, or 1.80% of the total number of shares.  
 Aspo's hybrid bond 2022: EUR 1.3 million held by related party Procurator Holding Oy  
 No holdings or rights based on share-based incentive plans

## KAARINA STÄHLBERG (from April 4, 2023)

LL.B. (University of Helsinki), LL.M. (Columbia University), born in 1966  
 SVP, General Counsel and M&A, Posti Group Corporation, since 2016  
 Board member and Chair of the Audit Committee (since 2016) and member of the Nomination Committee (since 2022), Vaisala Corporation  
 Member of the Board of Directors since 2023  
 Chair of the Audit Committee since 2023

Independent of the company and its major shareholders

SHAREHOLDING  
 Shareholding in Aspo Plc on December 31, 2023: no shares  
 No holdings or rights based on share-based incentive plans

## TATU VEHMAS

Bachelor of Science, born in 1994  
 Chair of the Board: AEV Capital Holding Oy since 2020  
 Managing Director, TAAVi capital, since 2020

Member of the Board of Directors since 2018  
 Member of the Human Resources and Remuneration Committee since 2019  
 Member of the Audit Committee since 2020 and in 2018–2019

Independent of the company, dependent on its major shareholders

SHAREHOLDING  
 Shareholding in Aspo Plc on December 31, 2023: 42,790 shares, or 0.14% of the total number of shares; held by related party AEV Capital Holding Oy: 3,253,554 shares, or 10.36% of the total number of shares.  
 Aspo's hybrid bond 2022: EUR 1.5 million.  
 No holdings or rights based on share-based incentive plans.



# Group Executive Committee

DECEMBER 31, 2023



◀ ROLF JANSSON



◀ MIKKO HEIKKILÄ



◀ MISKA KUUSELA



MIKKO PASANEN ▶



TARU UOTILA ▶



MATTI-MIKAEL KOSKINEN ▶



◀ ARTO MEITSALO

# Group Executive Committee

DECEMBER 31, 2023

## ROLF JANSSON

CEO, Aspo Plc, 2021–  
M.Sc. (Tech.) and M.Sc. (Econ.), born 1969

### KEY WORK EXPERIENCE

President and CEO, VR-Group Ltd, 2016–2021  
Senior Vice President Logistics, VR-Group Ltd, 2011–2016  
Senior Vice President Corporate Development, VR-Group Ltd, 2009–2011  
Executive Director, Nordea Corporate Finance, 2007–2009  
Principal, Booz Allen Hamilton, 1999–2007  
Senior consultant, Smg consulting, 1995–1999

### KEY POSITION OF TRUST

Chairman of the Board; NRC Group ASA

Shareholding in Aspo Plc on December 31, 2023:  
72,500 shares, or 0.23% of the total number of shares.  
Aspo Plc's hybrid bond 2022: EUR 0.1 million.

## MIKKO HEIKKILÄ

Vice President, Corporate Development, Aspo Plc, 2021–  
M.Sc. (Tech.), born 1984

### KEY WORK EXPERIENCE

Investment Manager, Onvest, 2019–2021  
Management consultant, McKinsey & Company, 2015–2019  
Management consultant, Capacent Oy, 2012–2015  
Development engineer, Konecranes Corporation, 2010–2012

Shareholding in Aspo Plc on December 31, 2023:  
7,698 shares, or 0,02% of the total number of shares

## MATTI-MIKAEL KOSKINEN

Managing Director, ESL Shipping Ltd, 2013–  
M.Sc. (Econ.), born 1972

### KEY WORK EXPERIENCE

Managing Director, Meriaura Ltd, 2007–2013  
Chartering Manager, Deputy Managing Director, Meriaura Ltd, 2004–2006  
Consultant, The World Bank, 2004  
Project researcher, Turku School of Economics and Business Administration, 2003–2004

### KEY POSITIONS OF TRUST

Vice Chairman of the Board: Arctia Oy  
Member of the Board: Finnish Shipowners' Association, International Chamber of Shipping, Finnish Coal info Hiilitieto ry  
Member: ICC Finland Business Council

Shareholding in Aspo Plc on December 31, 2023:  
71,857 or 0.22% of the total number of shares

## ARTO MEITSALO

CFO, Aspo Plc, 2009–  
Managing Director, Aspo Services Ltd, 2013–  
M.Sc. (Econ.), born 1963

### KEY WORK EXPERIENCE

Managing Director (acting), Kauko Ltd, 2018–2019  
President, Kauko-Telko Ltd, 2008  
CFO, Kauko-Telko Ltd, 2007  
Director, Kaukomarkkinat Ltd, 2005–2007  
Group Controller, Kaukomarkkinat Ltd, 2002–2005  
Financial Accountant, Bank of Finland, 1993–2002  
Financial Accountant, Kaukomarkkinat Ltd, 1989–1993

### KEY POSITIONS OF TRUST

Chairman of the Committee: Federation of Finnish Commerce, Trade Policy Committee  
Vice Chairman of the Board: Silmäsäätiö

Shareholding in Aspo Plc on December 31, 2023:  
76,596 shares, or 0.24% of the total number of shares.

## MIKKO PASANEN

Managing Director, Telko Ltd., 2019–  
M.Sc. (Econ.), born 1973

### KEY WORK EXPERIENCE

CEO, Onninen Oy, 2016–2018  
Vice President, Kesko, 2010–2018  
Country Director for Russia, Rautakesko Oy, 2007–2010  
CFO, Rautakesko Russia, 2005–2007  
Management positions, Outokumpu Copper Products, 2000–2005

### KEY POSITIONS OF TRUST

Member of the Board: East Office of Finnish Industries Oy, European Association of Chemical Distributors (FECC), The Association of Finnish Technical Traders, Teknisen Kaupan Palvelut-TKP Oy

Shareholding in Aspo Plc on December 31, 2023:  
48,904 shares, or 0.15% of the total number of shares.  
Aspo plc's hybrid bond 2022: EUR 0.1 million.

## MISKA KUUSELA

Managing Director, Leipurin Oyj, 2023–  
M.Sc. (Tech.) and M.Sc. (Econ.), born 1969

### KEY WORK EXPERIENCE

CEO, Myllyn Paras Finland Oy, 2019–2022  
CEO, Dava Foods Finland Oy, 2017–2019  
CEO, Helsingin Mylly Oy, 2009–2017  
CEO, Fennobon Oy, 2004–2009  
Consultant / Senior Manager, Accenture, 1996–2004

Shareholding in Aspo Plc on December 31, 2023:  
2,400 shares, or 0.007% of the total number of shares.

## TARU UOTILA

Senior Vice President, Legal, HR and Sustainability, Aspo Oyj, 2022–  
LL.M, born 1970

### KEY WORK EXPERIENCE

General Counsel, VR Group Ltd, 2017–2022  
Member of the management team and SVP Sustainability, VR Group, 2019–2022  
Senior Legal Counsel, VR Group, 2013–2017  
Senior Legal Counsel, GE Healthcare Finland Oy, 2011–2013  
Senior Legal Counsel, Fortum Oyj, 2002–2010

Shareholding in Aspo Plc on December 31, 2023: 2,400 shares, or 0.007% of the total number of shares.

# Board members in Group companies

DECEMBER 31, 2023

## ESL SHIPPING LTD

### Rolf Jansson

Chair of the Board since 2021

### Kimmo Nordström

Senior Adviser, Partner, Capstan Ltd  
Member of the Board since 2016

### Ulla Tapaninen

Ph.D.  
Tenured Associate Professor, Tallinn University of Technology  
Member of the Board since 2012

## LEIPURIN PLC

### Rolf Jansson

Chair of the Board since 2021

### Jukka Havia

M.Sc. (Econ.)  
Chief Financial Officer, Evac Group  
Member of the Board since 2014

### Mikko Heikkilä

D.Sc. (Tech.)  
Vice President, Corporate Development, Aspo Plc  
Member of the Board since 2021

### Kaisa Poutanen

D.Sc. (Tech.)  
Chief Advisor, Nordic FoodTech Venture Capital  
Member of the Board since 2014

### Harri Sivula

M.Sc. (Admin.)  
Board professional  
Member of the Board 2010–2013 and since 2014

## TELKO LTD

### Rolf Jansson

Chair of the Board since 2021

### Ralf Holmlund

M.Sc. (Econ.)  
Board professional  
Member of the Board since 2018

### Elina Piispanen

M.Sc. (Econ.)  
Board professional  
Member of the Board since 2017

### Mika Salokangas

M.Sc. (Econ.)  
Board professional  
Member of the Board since 2022

# Management report 2023

## ASPO'S OPERATING MODEL

Aspo seeks sustainable long-term growth by investing revenues profitably and by taking steps towards a compounder profile. Aspo enables growth for the businesses it owns, and aims to improve their profitability and revenues by developing them and ensuring steady cash flows. The goal is to assume an even more active role in corporate arrangements, growth investments and business acquisitions. Aspo focuses on B-to-B industrial services in particular, and its key clusters include logistics and trade.

In 2023, Aspo's reporting segments were ESL Shipping, Leipurin, Telko and Non-core businesses. Other operations include Aspo Group's administration, financial management and ICT service center.

## SUPPLEMENTARY REPORTS

Aspo Plc has released a separate 2023 Corporate Governance Statement. In addition, Aspo releases a report on non-financial information as required by the Finnish Accounting Act in compliance with the provisions laid down in Regulation (EU) 2020/852 of the European Parliament and of the Council, in the form of a sustainability report at the same time as this annual report. Both reports will be released on the company's website at [www.aspo.com/en](http://www.aspo.com/en).

## ASPO GROUP KEY FIGURES

	2023	2022	2021	2020	2019
Net sales, Group total, MEUR	<b>553.0</b>	652.6	586.4	500.7	587.7
Net sales from continuing operations, MEUR	<b>536.4</b>	560.7	573.3	474.3	587.7
Net sales from discontinued operations, MEUR	<b>16.6</b>	91.9	13.1	26.4	
Operating profit, Group total, MEUR	<b>9.8</b>	31.2	33.9	19.3	21.1
Operating profit from continuing operations, MEUR	<b>25.9</b>	38.4	36.9	16.7	21.1
Operating profit from discontinued operations, MEUR	<b>-16.1</b>	-7.2	-3.0	2.6	
Operating profit, Group total, %	<b>1.8</b>	4.8	5.8	3.9	3.6
Items affecting comparability, MEUR	<b>-16.7</b>	-24.1	-8.5		
Comparable operating profit, Group total, MEUR	<b>26.5</b>	55.3	42.4	19.3	21.1
Comparable operating profit, Group total, %	<b>4.8</b>	8.5	7.2	3.9	3.6
Profit before taxes, MEUR	<b>16.6</b>	32.5	33.0	12.2	18.2
Profit before taxes, continuing operations, %	<b>3.1</b>	5.8	5.8	2.6	3.1
Profit for the period, MEUR	<b>1.6</b>	20.7	25.3	13.4	16.1
Profit from continuing operations, MEUR	<b>16.2</b>	30.8	28.3	10.8	16.1
Profit from discontinued operations, MEUR	<b>-14.6</b>	-10.1	-3.0	2.6	
Earnings per share (EPS), EUR	<b>-0.01</b>	0.61	0.76	0.39	0.47
Continuing operations EPS, €	<b>0.45</b>	0.93	0.86	0.30	0.47
Discontinued operations EPS, €	<b>-0.46</b>	-0.32	-0.10	0.09	
Return on equity (ROE), %	<b>1.2</b>	15.2	20.8	11.4	13.5
Equity ratio, %	<b>34.4</b>	34.7	32.0	30.1	30.1
Gearing, %	<b>117.6</b>	108.4	131.0	149.0	162.2
Net cash flow from operating activities	<b>47.6</b>	67.7	44.0	65.0	52.5
Free cash flow	<b>27.3</b>	34.4	27.5	56.0	45.2

Aspo Group has reported items affecting comparability since 2021. Items affecting comparability are explained on pages 46-47 of this Management report.

The principles for calculating key figures are presented on the last page of the Management report.

### Operating environment, short-term risks and uncertainties in business operations

Changes in demand and in market prices as well as rising inflation and interest rates impacted financial development and generated uncertainty in the markets served by Aspo's businesses. The economy in the European Union broadly stagnated during the year 2023 and is likely to remain subdued also in the short and mid-term, which increases the risks in all of Aspo's businesses. Specifically, the rising interest rates have negatively impacted investment activities, particularly through increasing financing costs and decreasing financing opportunities. As a consequence, the M&A market has slowed down, partially also because of differing views on valuations by the sellers and buyers.

The demand for sea transportation is affected by overall economic development and specific demand and production volumes in key industries, especially metal and forest products. However, ESL Shipping comparatively benefits from long-term industrial partnerships and a general deficit of year-round vessel capacity in the Baltic Sea area. The current outlook suggests stable development for the metal industry, whereas the forest industry is slowly expected to strengthen from a low level. The shipping freight indexes have somewhat strengthened since the beginning of September, with very high volatility.

Market price development, and especially sudden declines in raw material prices, can cause a negative profit impact for Telko and Leipurin. The effect of such development has been mitigated by active product portfolio management, combined with specific commercial and operational measures, incl. inventory management.

Recent events in the Middle East can negatively affect Aspo's businesses, e.g. in terms of energy prices and supply chain disruptions, as well as inflation-driven wage increases. Additionally, the events can cause both logistics costs as well as product prices to increase. Prolongation and possible expansion of the war in Ukraine would negatively impact business operations in Aspo's market areas. The increase in global tensions weakens operating conditions in all businesses.

In line with its strategy, Aspo aims to increase earnings also via acquisitions. Strategy execution combined with the currently relatively high financing costs may reduce free cash flow and lead to a temporary deterioration of the balance sheet, in situations where capital expenditures and acquisitions require financial resources, and consequently may reduce solvency. With its strategy, Aspo aims to reduce the impact of the possibly weakening general economic development on Aspo's profit development. This materializes in e.g. ESL focusing on long-

term customer contracts and green solutions, Telko pursuing growth in specialty products and expanding into new geographical markets, Leipurin increasing its business focus on food ingredients and prioritizing market segments that offer stable growth opportunities.

Aspo has exited Russia and other selected eastern markets. Telko sold its Russian business in April 2023, and Leipurin East was deconsolidated in December 2023. ESL Shipping abandoned the Russian market already by the summer of 2022. Hence, Aspo's financial exposure to Russia is limited in 2024.

Because the future estimates presented in this report are based on the current situation and knowledge, they involve significant risks and other uncertainties, due to which actual future outcomes may differ from the estimates.

### FINANCIAL TARGETS

Aspo's long-term financial targets are:

- Annual increase in net sales: 5–10%
- Operating profit: 8%
- Return on equity: more than 20%
- Gearing: less than 130%

On a business level, ESL Shipping's operating profit target is 14%, Telko's 8% and Leipurin's 5%. The operating profit rate targets are evaluated against the comparable operating profit rate of Aspo Group and its continuing businesses.

The comparable operating profit, Group total includes results of the continuing and discontinued operations. The comparable operating profit is calculated by adjusting the reported operating profit with rare and material items affecting the operating profit. These may include impairment losses, sales gains and losses from divested businesses and non-current assets, as well as financial losses caused by Russia's invasion in Ukraine.

### EARNINGS

Aspo Group's net sales from continuing operations decreased by 4% during the financial year and were EUR 536.4 (560.7) million. In 2023, the comparable operating profit from continuing operations decreased to EUR 26.2 (43.9) million, and the comparable operating profit rate in continuing operations was 4.9% (7.8%). The negative trend compared to 2022 was driven by ESL Shipping, having a record financial performance in the comparative year. The operat-

ing profit from continuing operations was EUR 25.9 (38.4) million. Earnings per share for continuing operations were EUR 0.45 (0.93)

In 2023, ESL Shipping's net sales decreased by 23.0% and were EUR 189.0 (245.4) million. The comparable operating profit halved to EUR 18.3 (37.4) million, and the comparable operating profit rate was 9.7% (15.2%). Telko's net sales increased by 1% in 2023 to EUR 211.3 (209.4) million. Telko's full-year comparable operating profit was EUR 9.0 (11.3) million, and its comparable operating profit rate was 4.3% (5.4%). Leipurin's net sales increased by 29% to EUR 136.1 (105.9) million in 2023. Leipurin's comparable operating profit in 2023 was EUR 4.2 (1.1) million, and its comparable operating profit rate was 3.1% (1.0%).

### NET SALES BY MARKET AREA, CONTINUING OPERATIONS

	2023 MEUR	2022 MEUR	Change MEUR	Change %
Finland	197.4	224.4	-27.0	-12.0
Scandinavian countries	157.6	137.6	20.0	14.5
Baltic countries	63.8	67.8	-4.0	-5.9
Other European countries	74.5	89.6	-15.1	-16.9
Other countries	43.1	41.3	1.8	4.4
<b>Total</b>	<b>536.4</b>	560.7	-24.3	-4.3

From the beginning of year 2023, following the shift of the strategic focus towards western markets, Aspo changed the market areas when reporting net sales. The new reportable market areas are: Finland, Scandinavian countries, Baltic countries, Other European countries and Other countries. The acquisition of Kobia in Sweden as well as Johan Steenks in Norway have increased the contribution of Scandinavia to the Group's total net sales.

## OPERATING PROFIT AND COMPARABLE OPERATING PROFIT, GROUP TOTAL

MEUR	2023	2022	2021
ESL Shipping, operating profit	17.7	38.2	26.8
Telko, operating profit	8.0	8.2	20.4
Leipurin, operating profit	5.6	-1.4	-2.4
Other operations, operating profit	-5.4	-6.6	-7.9
Operating profit from continuing operations	25.9	38.4	36.9
Operating profit from discontinued operations	-16.1	-7.2	-3.0
Operating profit, Group total	9.8	31.2	33.9
Items affecting comparability	-16.7	-24.1	-8.5
<b>Comparable operating profit, Group total</b>	<b>26.5</b>	55.3	42.4

The figures for discontinued operations in 2023 include the figures for the Non-core businesses segment. Discontinued operations in 2022 include the figures for Kauko Oy and the Non-core businesses segment. Discontinued operations in 2021 include the figures for Kauko Oy.

## ITEMS AFFECTING COMPARABILITY IN 2023

MEUR	ESL Shipping	Telko	Leipurin	Other operations	Discontinued operations	Total
Advisory expenses, minority stake	-0.6					-0.6
Write down of inventory, Russia related		-1.0			-1.7	-2.7
Sale and leaseback transactions			1.4			1.4
Restructuring activities			-0.2	-0.1		-0.3
Withdrawal from Russia					-14.7	-14.7
Divestment of businesses			0.2			0.2
<b>Total</b>	<b>-0.6</b>	<b>-1.0</b>	<b>1.4</b>	<b>-0.1</b>	<b>-16.4</b>	<b>-16.7</b>

In 2023 the items affecting comparability amounted to EUR -16.7 million in total. EUR -0.6 million reported for ESL Shipping were advisory costs related to the sales process of a minority stake in ESL Shipping. EUR -1.0 million reported in the Telko segment related to inventory write downs caused by Russia's invasion in Ukraine. EUR 1.4 million reported in the Leipurin segment consisted of EUR 1.4 million from gains on sale and leaseback transactions of properties in Sweden and premises in Lithuania, EUR -0.2 million from restructuring activi-

ties in Sweden and EUR 0.2 million from sale on Leipurin's bakery equipment trading business. EUR -0.1 million reported in other operations related to corporate restructuring costs. EUR -16.4 million reported in discontinued operations consisted of the sales loss of Telko Russia EUR -8.1 million, the write down of Telko Russia's inventory EUR -1.7 million, a loss of EUR -0.8 million for the deconsolidation of Telko's subsidiary in Belarus, and EUR -5.8 million related to the deconsolidation of Leipurin's entities in Russia, Belarus and Kazakhstan.

## ITEMS AFFECTING COMPARABILITY IN 2022

MEUR	ESL Shipping	Telko	Leipurin	Other operations	Discontinued operations	Total
Sale of Espa	1.5					1.5
Inventory in Ukraine		-2.6	-0.7			-3.3
Accounts receivable in Ukraine		-0.5	-0.1			-0.6
Withdrawal from Russia	-0.7				-16.1	-16.8
Divestment of businesses			-0.4		-1.2	-1.6
Other			-1.3	-0.7	-1.3	-3.3
<b>Total</b>	<b>0.8</b>	<b>-3.1</b>	<b>-2.5</b>	<b>-0.7</b>	<b>-18.6</b>	<b>-24.1</b>

In 2022, items affecting comparability totaled EUR -24.1 million, of which EUR -20.7 million resulted from the impact of Russia's invasion in Ukraine on Aspo Group's business operations. Items affecting comparability related to the Kauko business segment totaled EUR -2.5 million. Other items affecting comparability totaled EUR -0.9 million. Of the items affecting comparability, EUR -18.6 million is reported in the result of discontinued operations.

In 2021, items affecting comparability totaled EUR -8.5 million, including an impairment loss of EUR -4.3 million recognized on Leipurin's goodwill, an impairment loss and restoration provision of EUR -0.8 million recognized on the fixed assets of Telko's terminal in Rauma, and an impairment loss of EUR -3.4 million recognized on Kauko's goodwill, which is reported as part of the result of discontinued operations.

#### CASH FLOW AND FINANCING

The Group's net cash flow from operating activities in 2023 was EUR 47.6 (67.7) million. The cash flow of all businesses was positive, and the decrease compared to the comparative period came from the ESL Shipping segment. The cash flow impact of change in working capital was EUR 4.4 (-6.7) million. The positive cash impact was caused by a decrease in inventories driven by a decline in market prices and proactive operational management actions, especially in the Telko segment.

The free cash flow in 2023 was EUR 27.3 (34.4) million. Investments amounted to EUR -21.8 (-17.8) million and consisted mainly of the ESL Shipping segment's green coaster advance payments. The other items reported in cash flows used in investing activities included EUR 3.9 million cash outflow from the acquisitions of Eltrex, EUR 11.6 million cash inflow from the sale and leaseback of Leipurin's properties in Sweden and Lithuania, EUR 7.8 million negative cash impact of the sale/deconsolidation of Telko's and Leipurin's subsidiaries in Russia and other eastern countries, EUR 0.5 million dividend cash inflow from associates, EUR 0.4 million cash inflow from the sale of Leipurin's bakery equipment trading business as well as other cash inflow of EUR 0.7 million.

#### NET INTEREST-BEARING DEBT, GROUP TOTAL

MEUR	2023	2022	2021
Interest-bearing liabilities, incl. lease liabilities	195.9	189.3	187.3
Cash and cash equivalents	30.7	33.6	17.7
<b>Net interest-bearing debt</b>	<b>165.2</b>	155.7	169.6

Net interest-bearing debt was EUR 165.2 (155.7) million and gearing increased to 117.6% (108.4%). The Group's equity ratio at the end of the review period was 34.4% (34.7%). The net debt increase is primary a consequence of the green coaster investments and the Eastern exits.

Net financial expenses totaled EUR -9.3 (-5.9) million. The average interest rate of interest-bearing liabilities, excluding lease liabilities, was 5.3% (3.3%), causing Aspo's interest expenses to grow.

The Group's liquidity position remained strong. Cash and cash equivalents stood at EUR 30.7 (33.6) million at the end of the year. Committed revolving credit facilities, totaling EUR 40 million, were fully unused, as in the comparative period. Aspo's EUR 80 million commercial paper program also was wholly unused at the end of the year 2023 and 2022.

In December Aspo's subsidiary ESL Shipping signed two loan agreements in total of EUR 37.6 million. The loan period for both loans is five years and they will be paid back in equal installments during the loan period. The loans were granted by OP Corporate Bank Plc and the loans were used to pay back existing loans of similar value.

In December, when Electramar was delivered, AtoBatC Shipping AB withdrew EUR 8.1 million out of the EUR 32.2 million loan agreement with Svenska Skeppshypotek. The loan agreement was signed in September 2022 to finance ESL Shipping's investment in six new electric hybrid vessels. The loan will be paid back in a time period of 15 years.

In September Aspo signed a loan agreement of EUR 30 million for a three-year loan period extending the maturity of Aspo's loan portfolio. The loan has been taken for general corporate purposes and refinancing a loan of similar value.

#### EVENTS AFTER THE FINANCIAL YEAR

On January 2, 2024, Aspo signed a revolving credit facility agreement amounting to EUR 20 million. The credit is being granted by Nordea Bank Abp. The maturity of the revolving credit facility agreement is two years plus an option

for one additional year. The agreement will replace a prior revolving credit facility agreement of the same amount which had remained unused.

On February 8, 2024, Aspo announced that Varma Mutual Pension Insurance Company has agreed to co-invest EUR 15 million alongside OP Finland Infrastructure LP in Aspo's subsidiary ESL Shipping. As a result, the combined investment into ESL Shipping managed by OP Finland Infrastructure LP rises to total of EUR 45 million at the closing of the transaction. The combined EUR 45 million investment managed by OP Finland Infrastructure LP will be made against issuance of new shares in ESL Shipping with an agreed pre-money equity valuation of EUR 165 million, corresponding to a 21.43% ownership stake in ESL Shipping.

#### GUIDANCE FOR 2024

Aspo Group's comparable operating profit is expected to exceed EUR 30 million in 2024 (2023: EUR 26.5 million).

#### BOARD OF DIRECTORS' PROPOSAL ON THE DISTRIBUTION OF FUNDS

Aspo's target is an annually increasing dividend distribution. The Board of Directors proposes to the Annual Shareholders' Meeting of Aspo Plc to be held on April 12, 2024, that EUR 0.24 per share be distributed in dividends for the 2023 financial year, and that no dividend will be paid for shares held by Aspo Plc. In addition, the Board of Directors proposes that the Annual Shareholders' Meeting authorizes the Board of Directors to decide on a possible distribution of capital from the invested unrestricted equity fund in the maximum amount of EUR 0.23 per share on a later date, if aligned with the growth strategy execution and considering the long term benefit of Aspo's shareholders. If the maximum amount is distributed, a total maximum of EUR 0.47 (0.46) per share would be distributed in dividends and return of capital for the 2023 financial year. The authorization would be valid until the next Annual Shareholders' Meeting.

On December 31, 2023, the parent company's distributable funds totaled EUR 30,362,002.30, with the profit for the financial year totaling EUR 1,468,907.45. The funds in the invested unrestricted equity reserve amount to EUR 21,150,592.47. There are a total of 31,403,535 shares entitling to dividends on the signing date of this management report and financial statements.

The dividend of EUR 0.24 per share would be paid to shareholders who are registered in the shareholders' register maintained by Euroclear Finland Ltd on the record date of April 16, 2024. The Board of Directors proposes that the dividend be paid on April 23, 2024. The Board of Directors will decide at its

meeting scheduled to be held latest in November 2024, on the possible distribution of capital from the invested unrestricted equity fund in the maximum amount of EUR 0.23 per share, which would be paid in November 2024 to shareholders who are registered in the shareholders' register maintained by Euroclear Finland Ltd on the record date.

Before the Board of Directors implements the decision made at the Annual Shareholders' Meeting, it must assess, as required in the Finnish Limited Liability Companies Act, whether the company's liquidity and/or financial position has changed after the decision was made at the Annual Shareholders' Meeting so that the prerequisites for the distribution of dividends stipulated in the Limited Liability Companies Act are no longer fulfilled. The fulfillment of the prerequisites stipulated in the Limited Liability Companies Act is a requirement for the implementation of the decision made at the Annual Shareholders' Meeting.

## ASPO'S BUSINESS OPERATIONS

### ESL Shipping

ESL Shipping is the leading dry bulk sea transport company operating in the Baltic Sea area. ESL Shipping's operations are mainly based on long-term customer contracts and established customer relationships. At the end of the review period, the shipping company's fleet consisted of 43 vessels with a total capacity of 443,000 deadweight tons (dwt). Of these, 24 were wholly owned (77% of the tonnage), two were minority owned (2%) and the remaining 17 vessels (21%) were time chartered.

ESL Shipping's competitive edge is based on its pioneering role and ability to responsibly and energy efficiently secure product and raw material transportation for industries and energy production year-round, even in difficult conditions. The shipping company loads and unloads large ocean liners at sea as a special service.

ESL Shipping	2023	2022	2021
Net sales, MEUR	189.0	245.4	191.4
Operating profit, MEUR	17.7	38.2	26.8
Operating profit, %	9.4	15.6	14.0
Items affecting comparability, MEUR	-0.6	0.8	
Comparable operating profit, MEUR	18.3	37.4	26.8
Comparable operating profit, %	9.7	15.2	14.0

In 2023, ESL Shipping's net sales decreased by 23.0% and were EUR 189.0 (245.4) million. Its comparable operating profit halved to EUR 18.3 (37.4) million, and its comparable operating profit rate was 9.7% (15.2%). Items affecting comparability amounted to EUR -0.6 million (0.8) and mainly consisted of advisory costs related to strategic projects.

Year 2023 was characterized by a challenging business environment. In various core customer segments, the business activity has been declining, pulling down especially spot volumes and rates, and the cost inflation and interest rates have been high. Despite all this, ESL Shipping delivered solid financial performance in 2023. The partnership-based strategy proved its strength within this adverse business environment.

The newbuilding project of ESL Shipping's Swedish subsidiary AtoBatC Shipping AB at the Chowgule & Company Private Limited shipyard in India proceeded as planned during the year. The first vessel in the series, Electramar, was delivered in December and is carrying project cargo from India to Scandinavia on her home voyage. The second vessel, Stellamar, was launched on October 1st and is expected to be delivered during the first quarter of 2024. Every other vessel in the series of 12 next-generation electric hybrid vessels will be sold, as announced earlier, to the company established by the pooling investor group. Stellamar is the first vessel to be sold further.

In April 2023 Aspo announced that it initiated a program to accelerate ESL Shipping's green transition through a program assessing three alternative measures, including a launch of a new investment pool of fossil-free vessels, a possible equity injection in ESL Shipping by a minority shareholder, and the sales of the shipping company's two supramax vessels. As the first result of this assessment, Aspo signed in November an agreement with OP Finland Infrastructure LP regarding an equity investment into ESL Shipping and in February 2024 Varma decided on a co-investment alongside OP Finland Infrastructure. The closing of the transactions is expected to take place by the end of February 2024.

### ESL Shipping outlook for 2024

Geopolitical tensions and related attacks against commercial shipping in Red Sea together with natural phenomena caused limitations to Panama Canal capacity are disturbing global supply chains. At the same time, more shipping capacity is needed to perform the same transport tasks due to an increase in distance travelled.

ESL Shipping's main markets in the Northern Baltic Sea, Scandinavia and Continental Europe are expected to continue low-cycle level of industrial activ-

ity. Despite that, to the shipping company important steel industry demand from long term partnership industries is expected to remain at good volume level. Forest industry is expected to be slowly recovering from the bottom of the cycle and overall volumes are expected to increase modestly.

Full year financial performance is expected to improve from previous year despite that at the early part of the year the prevailing most severe winter ice conditions in ten years will affect result negatively. Also, the announced industrial actions in Finland are expected to cause supply chain disruptions. The new green coasters to be added to the fleet during 2024 will support the positive profit development of ESL Shipping.

### Telko

Telko is a leading expert in and supplier of plastic raw materials, industrial chemicals, and lubricants. It operates as a sustainable partner in the value chain, bringing well-known international principals and customers together. Its competitive edge is based on strong technical support, efficient logistics, and local expert service. Telko operates in Finland, the Baltic countries, Scandinavia, Poland, Romania, Ukraine, Kazakhstan, Uzbekistan, and China.

Telko	2023	2022	2021
Net sales, MEUR	211.3	209.4	268.8
Operating profit, MEUR	8.0	8.2	20.4
Operating profit, %	3.8	3.9	7.6
Items affecting comparability, MEUR	-1.0	-3.1	-0.8
Comparable operating profit, MEUR	9.0	11.3	21.2
Comparable operating profit, %	4.3	5.4	7.9

Eastern business operations have been reported in the Non-core business segment for the years 2023 and 2022. In 2021, the eastern business operations are included in Telko's figures.

Telko's net sales increased by 1% in 2023 and were EUR 211.3 (209.4) million, driven by acquisitions. Telko's comparable operating profit was EUR 9.0 (11.3) million, and its comparable operating profit rate was 4.3% (5.4%). Telko's operating profit in 2023 was EUR 8.0 (8.2) million, and its operating profit rate was 3.8% (3.9%).

Net sales of the plastics business decreased by 8% to EUR 101.4 (110.1) million in 2023. Sales were lower than the previous year due to a lower price



level in the market and business restructuring in Central Asia. However, sales volumes increased slightly when disregarding Central Asia. Economic challenges in Europe resulted in lower production levels in most industries with long production breaks especially during the holiday season.

Net sales of the chemical business increased by 21% to EUR 59.4 (49.2) million in 2023. Development of Eltrex, acquired in Q1 2023, was in line with targets, and integration is ongoing with sales synergies building up. The price level has been relatively stable in chemicals. Western markets showed a relatively stable development, except in the Baltics, where demand was significantly lower than normally.

Net sales of the lubricants business increased by 1% to EUR 50.5 (50.1) million. For the full year, the industrial lubricants had a very good result reaching all-time high level. Organic growth was achieved by taking market share in a declining market. Also, automotive lubricants in Scandinavia showed positive development during the year.

#### Telko outlook for 2024

As a leading expert serving multiple industries, Telko is in a unique position to create value by improving its customers' sustainability, productivity, and operational quality. The core of Telko's strategy remains the same despite the significant changes in its business environment during last year. Telko's growth efforts will increasingly be focused on Europe, and the main components of the company's value proposition is unchanged.

Demand is expected to remain slightly soft in key markets especially during the first half of 2024. Price levels are under pressure, but still expected to remain stable. Telko is well positioned in this market. Inventories are in line with current market conditions and opportunities for organic growth and positive market share development have been specified. Acquisitions are planned to support positive development. Telko serves industrial customers in various industries. The possible changes in demand will be softened by the heterogenic cyclicity of the diversified customer base, and hence Telko's business is expected to remain fairly resilient to changes in overall market development.

In plastics, market conditions are expected to remain challenging at least during the first half of 2024 due to an economic recession that is negatively impacting the average demand of the customer base. Inventories are well in line with current market conditions, and inventory rotation has improved. The latest development in the Red Sea will have some market impact, but it is still too early to anticipate the magnitude. These impacts could be, for example,

shortages in supply and market price fluctuations. Telko's plastics business will continue to focus on high-quality specialty products, providing technical service, and improving our capabilities to offer sustainable plastic solutions.

In chemicals, demand is expected to remain slightly soft on key markets. Price levels are stable, following raw material development. Ukraine is expected to suffer from extensive production shutdowns during the winter. There are good growth opportunities in mining and metals in Central Asia. Several suppliers have lowered their production output, which may result in shortages of commodities and will increase volatility in prices of certain product lines.

Industrial lubricants sales is expected to maintain stable and continue to take market share. Slightly weaker demand in the first half of the year, followed by stronger second part of the year. Market prices and margins continue to be under pressure due to oversupply in the market. Prices for finished products are expected to remain stable, as base-oil and additives supply, and demand is balanced at the beginning of the year. In general, demand is still on the slow side. Automotive lubricants sales are estimated to be stable.

During the first half of the year, Telko will start the distribution of industrial lubricants in Poland and the distribution of automotive lubricants in Denmark.

The recent acquisitions have proved to be successful, and they have had a positive impact on the existing businesses. Telko aims to accelerate its growth through acquisitions to achieve its strategic goals in all three business areas and it has a solid pipeline of potential acquisitions. Telko remains confident of being able to increase the M&A pace. Telko will also seek to strengthen its market share in existing markets through organic growth.

In order to secure good profitability, Telko will further strengthen its cost efficiency and continue developing its operating model towards better scalability and flexibility. Good inventory control and capital efficiency will continue to be a high priority for Telko. The asset-light business model of Telko enables better ability to utilize new business opportunities and to react to changes in the business environment.

#### Leipurin

Leipurin operates as part of the food chain, sourcing raw materials in global markets and from domestic companies and supplying them through its effective logistics chain to serve customer needs. With operations in six countries including Finland, Sweden, the Baltic countries, and Ukraine, Leipurin serves bakeries, the food industry, and food service customers by providing raw mate-

rials, supporting research & development, recipes, and innovations for new products.

Leipurin	2023	2022	2021
Net sales, MEUR	136.1	105.9	113.1
Operating profit, MEUR	5.6	-1.4	-2.4
Operating profit, %	4.1	-1.3	-2.1
Items affecting comparability, MEUR	1.4	-2.5	-4.3
Comparable operating profit, MEUR	4.2	1.1	1.9
Comparable operating profit, %	3.1	1.0	1.7

Eastern business operations have been reported in the Non-core business segment for the years 2023 and 2022. In 2021, the eastern business operations are included in Leipurin's figures.

Leipurin's net sales increased by 29% to EUR 136.1 (105.9) million in 2023. Figures for the comparative period included EUR 4.3 million in net sales of the divested Vulganus Oy. Kobia AB acquired in September 2022 contributed to the net by EUR 50 million (17) and its share of Leipurin's net sales was 37% during the period. The steep increase in raw material prices in global markets had a significant impact on the euro-denominated increase in sales, particularly in the first quarter and the beginning of the second quarter, flattening out towards the end of the year. Excluding the impact of Kobia AB, sales volume in kilos decreased by slightly over 10%.

Leipurin's comparable operating profit in 2023 was EUR 4.2 (1.1) million, and the comparable operating profit rate was 3.1% (1.0%). Items affecting comparability, totaling EUR 1.4 (-2.5) million, were mainly related to the gain on the sale and leaseback transactions of properties in Sweden and Lithuania, and to a lesser extent, to the divestment of the bakery equipment trading business in Finland. The comparative period was mainly affected by the destroyed warehouse in Ukraine, items related to the divestment of Vulganus Oy, and acquisition of Kobia AB. The operating profit was EUR 5.6 (-1.4) million and operating profit rate 4.1% (-1.3%).

Leipurin completed the sale and leaseback of the property in Gothenburg, Sweden in early 2023, and the properties in Hässleholm and Tyresö, Sweden during the summer. These transactions generated sales proceeds of EUR 13.6 million, which represents a significant share of the capital that was invested

when acquiring Kobia AB. In September, Leipurin completed the sale and leaseback of the property in Kaunas, Lithuania at a sale price of EUR 1.1 million. Toward the end of the year, Leipurin divested its bakery equipment trading business in Finland for EUR 0.5 million, clarifying the business portfolio and improving focus. The transactions will not have a significant impact on profitability going forward but they will free up management's time to focus on Leipurin's core business.

#### Leipurin outlook for 2024

From mid-2022 and throughout the year 2023, volumes have declined across the food chain. This is very untypical for the food sector, and hence a recovery has been expected. Despite signs of volume recovery, the current market has overall settled at slightly lower volume levels than a year ago. In this development, Leipurin has not been an outlier. However, Leipurin volumes have declined predominantly in the low-margin commodities and thereby improving the product mix, which contributes to enhanced profitability.

Divesting the bakery equipment trading business enables an even better focus on food ingredients. Every Leipurin country has a growth and profitability improvement plan for 2024. The ongoing work to upgrade commercial activities, improve efficiency in the supply, and develop sourcing capabilities, is expected to improve financial performance also going forward. To strengthen growth and company positioning, Leipurin also evaluates possible acquisition opportunities.

While 2022–2023 was defined by inflation-driven revenue growth, price development is expected to be more stable going forward. Due to this, and the divestments, organic revenue growth in 2024 is expected to be modest on Leipurin -segment level.

Leipurin is entering 2024 from a strong position with Kobia successfully integrated, a new management structure in place, and with improved profitability as well as demonstrated capability to operate in volatile markets.

#### Non-core businesses

The Non-core businesses segment includes Telko Russia and Belarus as well as Kauko GmbH previously reported in the Telko segment, Leipurin Russia, Belarus and Kazakhstan previously reported in the Leipurin segment and ESL Shipping Russia previously reported in the ESL Shipping segment. The Non-core businesses segment was established to separate the results of the non-core businesses of Aspo from the results of the continuing businesses. The Non-core businesses segment is presented as discontinued operations. All the entities

in the segment have either been sold or otherwise disposed of during the year 2023. Telko Russia was sold on April 30, 2023 and Telko Belarus was deconsolidated on August 31, 2023.

Aspo is still in the process of selling Leipurin entities in Russia and Kazakhstan, however, the sales process has prolonged and there is a lot of uncertainty around the transaction. Thus, at the end of the year 2023 Aspo concluded that, the control of the companies and their returns has ceased, resulting in the decision to deconsolidate the Leipurin entities in Russia, Belarus and Kazakhstan from Aspo Group on December 31, 2023. Thus, all the entities in the Non-core segment are excluded from Aspo Group's financial reporting going forward.

Non-core businesses	2023	2022
Net sales, MEUR	16.6	82.7
Operating profit, MEUR	-16.1	-4.5
Operating profit, %	-97.0	-5.4
Items affecting comparability, MEUR	-16.4	-16.1
Comparable operating profit, MEUR	0.3	11.6
Comparable operating profit, %	1.8	14.0

Eastern business operations have been reported in the Non-core business segment for the years 2023 and 2022. In 2021, the eastern business operations are included in the Telko and Leipurin segments' figures.

The net sales of the Non-core businesses segment decreased by 80% to EUR 16.6 (82.7) million. The comparable operating profit was EUR 0.3 (11.6) million, and the comparable operating profit rate was 1.8% (14.0%). Items affecting comparability, totaling EUR -16.4 (-16.1) million consisted of the divestment loss of Telko Russia EUR -8.1 million, the write down of Telko Russia's inventory EUR -1.7 million, a loss of EUR -0.8 million for the deconsolidation of Telko's subsidiary in Belarus, and EUR -5.8 million for the deconsolidation of Leipurin's entities in Russia, Belarus and Kazakhstan. The operating profit was EUR -16.1 (-4.5) million, and the operating profit rate was -97.0% (-5.4%).

#### Other operations

Other operations include Aspo Group's administration, finance and ICT service center. In 2023, the comparable operating profit of other operations was EUR -5.3 (-5.9) million, and the operating profit was EUR -5.4 (-6.6) million. The improved profitability derives from some restructuring activities at Aspo Group

level. The items affecting comparability of EUR -0.1 million related to corporate restructuring costs. In 2022, the items affecting comparability of EUR -0.7 million were related to the additional share-based remuneration granted to Aspo's previous CEO of EUR -0.5 million and to EUR -0.2 million of corporate restructuring expenses.

#### STRUCTURAL ARRANGEMENTS

In the ESL Shipping segment, Norra Skeppnings Gruppen AB was merged with its parent company AtoBatC Shipping AB.

On January 31, 2023, the Telko segment acquired Eltrex Sp. z.o.o., a Polish distributor of specialty chemicals and industrial packaging materials. Telko Middle East Co., a company in Iran, was closed down in April 2023.

In the Non-core Businesses segment, OOO Telko, a company in Russia, was sold on May 10, 2023, to GK Himik, which is a Russian industrial operator. The consolidation of FLLC Telko into the Group ended on August 31, 2023, when the company was placed into liquidation and its operations ceased. Kauko GmbH has been placed in voluntary liquidation, and the operations of ESL Shipping Russia LLC have ceased. These two companies were consolidated into Aspo Group until October 31, 2023. OOO Leipurien Tukku, OOO NPK Leipurin, FLLC Leipurin and TOO Leipurin were consolidated into Aspo Group until December 31, 2023, when control over these companies was deemed to have ceased.

#### INVESTMENTS

In 2023, Aspo Group's investments totaled EUR 21.8 (17.8) million. The investments mainly consisted of ESL Shipping's green coaster advance payments of EUR 14.2 million.

#### INVESTMENTS, GROUP TOTAL

MEUR	2023	2022	2021
Investments in intangible and tangible assets	21.8	17.8	15.9

Advance payments for the green coaster vessels to be sold further have been recognized in inventories. At the end of the financial year, inventories included EUR 15.1 (10.2) million in advance payments for the green coaster vessels.

## PERSONNEL

The employee benefit expenses of continuing operations in 2023 amounted to EUR 48.5 (48.8) million. More detailed information about the personnel is provided in Aspo's sustainability report.

### PERSONNEL, GROUP TOTAL

	2023	2022	2021
Number of personnel, December 31	712	886	944
Average number of personnel	835	914	911
Wages, salaries and fees, MEUR	43.2	47.3	43.9

## REMUNERATION

### Share-based incentive plan 2023–2025

On February 15, 2023, Aspo Plc's Board of Directors approved a new incentive plan for the Group key employees by establishing a Performance Share Plan 2023–2025. The aim of the plan is to combine the objectives of the shareholders and the key employees in order to increase the value of the Company in the long-term, to retain the key employees at the Company, and to offer them competitive reward plan based on earning and accumulating the Company's shares.

Rewards earned from each of the three performance periods of the Performance Share Plan will be based on the Group's Earnings per Share (EPS) and two criteria based on sustainability targets. The prerequisite for participation in the plan and for receipt of reward on the basis of the program is that a key person holds the Company's shares or acquires the Company's shares, up to the number predetermined by the Board of Directors.

The potential reward will be paid partly in the Company's shares and partly in cash in 2024, 2025 and 2026. The cash proportion is intended to cover taxes and tax-related costs arising from the reward to a key employee. As a rule, no reward will be paid if a key employee's employment or service ends before the reward payment. The shares paid as reward may not be transferred during the restriction period. As a rule, if a key employee's employment contract or director contract terminates during the restriction period, he or she must gratuitously return the shares earned as reward.

The Performance Share Plan 2023–2025 is directed to a maximum of 30 participants, including the members of the Group Executive Committee. The rewards to be paid on the basis of the plan correspond to the value of a maximum total of 320,000 Aspo Plc shares including also the proportion to be paid in cash.

For the 2023 earnings period, the targets were met at 10% overall.

### Share-based incentive plan 2022–2024

On February 16, 2022, Aspo Plc's Board of Directors decided to establish a share-based incentive plan for 2022–2024. The share-based incentive plan consists of three earnings periods, with the earned reward being based on the Group's earnings per share (EPS) and two sustainability indicators.

The share-based incentive plan is directed at a maximum of 30 people, including the members of the Group Executive Committee. The potential reward will be paid partly in the company's shares and partly in cash in 2023, 2024 and 2025. The rewards payable based on the plan correspond to a maximum total value of 400,000 Aspo Plc shares, also including the proportion to be paid in cash.

For the 2022 earnings period, the targets were met at 90% overall. On March 29, 2023, Aspo Plc granted 76,050 treasury shares to employees included in the plan. The transfer was based on the share issue authorization of the Annual Shareholders' Meeting held on April 6, 2022.

For the 2023 earnings period, the targets were met at 30% overall.

### Share-based incentive plan 2020

In June 2022, Aspo's Board of Directors granted 20,000 Aspo shares to Aspo's CEO Rolf Jansson based on the share-based incentive plan for 2020 and the conditions of the CEO's contract of service. 10,000 of the shares and an amount of cash equaling their value to cover taxes were transferred in June 2022 and at the same time, Jansson acquired 10,000 shares from the markets at his own expense in accordance with the contract. A second transfer of equal nature and quantity took place in June 2023.

## RESEARCH AND DEVELOPMENT

Aspo Group's R&D focuses, according to the nature of each segment, on developing operations, procedures and products as part of the customer-specific operations, which means that the development inputs are included in other operating expenses and are not capitalized.

## SUSTAINABILITY

Aspo's businesses aim to be forerunners in sustainability in their respective sectors. Sustainability is a key driver for Aspo's management system and especially for the company's investments.

Key sustainability themes have been defined for Aspo's businesses:

- Increasing our business operations, while reducing their environmental impacts
- Improving the Aspo experience for people in our value chain
- Advancing the practices of good governance at all levels

Aspo's businesses have different individual focus areas in their sustainability work. ESL Shipping has actively reduced its environmental footprint by bringing down its fleet's emissions and energy consumption. Product safety is essential for Telko, which serves as a link between industrial customers and international raw material manufacturers. In addition to product safety, Leipurin focuses on reducing waste and emissions from product transport, and on favoring plant-based product selection. Aspo's Code of Conduct provides a common set of rules for sustainable business operations in all the Group's subsidiaries.

Key focus areas for the Group include reducing emission intensity and improving occupational safety. With an emission intensity of 0.37, we were very close to the target of 0.36 for 2023, and we are approaching the long-term target we set for 2025 to reduce the emission intensity by 30% from the 2020 baseline. We achieved great progress in occupational safety, and our accident frequency rate decreased from 8.1 in the previous year to 4.8 in 2023.

In addition, almost 100% of the Group's employees completed Code of Conduct and Compliance trainings during the year. The trainings cover anti-corruption aspects and provide guidance for identifying suspicious situations and unethical conduct. More information about the progress of Aspo and its businesses in sustainability work can be found in Aspo's sustainability report for 2023. In addition, ESL Shipping publishes its own sustainability report, and Telko publishes more detailed sustainability information about its operations on its website.

In 2023, Aspo continued to develop its sustainability on several fronts. Our operations were guided by the Group's sustainability policy, and we continued to monitor the implementation of the sustainability targets integrated into the remuneration system on a common reporting platform. Sustainability also guides Aspo's management system and the process of identifying new invest-

ment opportunities. During 2023, the monitoring of key sustainability targets and development projects was incorporated more systematically into the Board of Directors' and the Group Executive Committee's work. We continued to develop ESG assessment criteria for potential acquisitions.

We also continued to prepare for the entry into force of the EU Corporate Sustainability Reporting Directive (CSRD). We carried out a double materiality analysis at both Group and segment level to identify material sustainability aspects for compliant reporting. Several development projects are in progress to ensure CSRD reporting capability for 2024.

## EU TAXONOMY REPORTING

### Introduction

The EU taxonomy is a classification system for environmentally sustainable economic activities for directing investments at more sustainable activities. Economic activities are classified as taxonomy-eligible or taxonomy-non-eligible according to the delegated acts supplementing the Taxonomy Regulation (Regulation (EU) 2020/852). The supplementary acts include the following:

- Climate Delegated Act (Commission Delegated Regulation (EU) 2021/2139)
- Disclosures Delegated Act (Commission Delegated Regulation (EU) 2021/2178)
- Complementary Delegated Act (Commission Delegated Regulation (EU) 2022/1214)
- Environmental Delegated Act (Commission Delegated Regulation (EU) 2023/2486)

Taxonomy-eligible activities are further classified as taxonomy-aligned if they comply with the technical screening criteria as defined in the Climate Delegated Act (and partially supplemented by the Environmental Delegated Act) and are carried out in compliance with minimum safeguards. To meet the technical screening criteria, an economic activity should contribute substantially to one or more environmental objectives while not doing significant harm to any of the other environmental objectives.

Aspo reports the taxonomy aligned activities in its report on non-financial information in accordance with the Finnish Accounting Act as defined in the EU

taxonomy. As a rule, our interpretation of eligibility and alignment is based on the Taxonomy Regulation, the Climate Delegated Act and the Environmental Delegated Act, as well as the technical criteria defined in them: 1) substantial contribution to climate change mitigation/adaptation; and 2) Do No Significant Harm (DNSH) criteria. In addition, we have assessed compliance with the minimum safeguards in our activities.

Aspo's Sustainability Report is published annually, and ESL Shipping publishes its own sustainability report. They include information about how the environment is addressed in business activities. Telko publishes sustainability information on its website.

### Our activities

Aspo's business operations include ESL Shipping, Telko and Leipurin. We have conducted an analysis for each business operation to assess the eligibility and alignment of the activities. Below is a summary of our KPI's, for more details see the complete KPI templates (p. 56-58).

Economic activity	Description	NACE-Code
Climate change mitigation (CCM) 6.10 Sea and coastal freight water transport, vessels for port operations and auxiliary activities	Purchase, financing, chartering (with or without crew) and operation of vessels designed and equipped for transport of freight or for the combined transport of freight and passengers on sea or coastal waters, whether scheduled or not. Purchase, financing, renting and operation of vessels required for port operations and auxiliary activities, such as tugboats, mooring vessels, pilot vessels, salvage vessels and ice-breakers.	H50.2, H52.22 and N77.34
Transition to a circular economy (CE) 2.6 Depollution and dismantling of end-of-life products	Construction, operation and upgrade of facilities dismantling and depolluting complex end-of-life products, movable assets and their components for materials recovery or preparation for re-use of components.	E38.31, E38.32 and E42.99
Transition to a circular economy (CE) 5.3 Preparation for re-use of end-of-life products and product components	Preparation for re-use of products and components at the end of life.	No specific NACE codes

FY2023	Total (mEUR)	Taxonomy aligned economic activities	Taxonomy-eligible economic activities (non-aligned)	Taxonomy-non-eligible economic activities
Turnover	553	4%	30%	66%
Capital expenditure (CapEx)	21.8	67%	28%	5%
Operating expenditure (OpEx)	0.8	6%	93%	1%

### Taxonomy-eligible and Taxonomy-aligned economic activities

We have examined all economic activities carried out by the group to see which of these are eligible and also aligned in accordance with Annexes I and II to the Climate Delegated Act supplemented by the Environmental Delegated Act. The table below presents the taxonomy-eligible activities. Information on the extent to which the taxonomy-eligible activities are taxonomy-aligned is provided in the KPI templates (p. 56-58).

### Taxonomy-eligibility

We consider ESL Shipping's operations eligible as all vessels are eligible under activity CCM 6.10. During the 2023 financial year we have identified new activities that are eligible under activities CE 2.6 and CE 5.3 relating to treatment of decommissioned vessels. However, there is no revenue, capital or operating expenditure related to these activities as there hasn't been any disposal of vessels during the 2023 financial year.

### Taxonomy-alignment

ESL Shipping, which operates in the vulnerable Baltic Sea and the Arctic, has eligible activities of which part are also aligned activities. ESL Shipping's aligned activities contribute to climate change mitigation. ESL Shipping's activity CCM 6.10 is partially Taxonomy-aligned as the vessels have transported coal for use in energy generation. Therefore, the net sales, operating and capital expenditure are partially aligned.

### Taxonomy-non-eligible economic activities

We consider a large part of Aspo's business activities Taxonomy-non-eligible including the business operations of Telko and Leipurin. Telko is a distributor of plastics, chemical raw materials and lubricants, while Leipurin is a distributor of the raw materials and supplies to bakeries and the food industry. These activities are considered as Taxonomy-non-eligible as the business activities do not meet the description of any of the eligible activities included in the Climate Delegated Act and Environmental Delegated Act.

### Assessment of Taxonomy-alignment

To meet the definition of taxonomy alignment the taxonomy-eligible economic activities should significantly contribute to one or more of the environmental objectives by fulfilling the technical screening criteria, meanwhile not causing significant harm to other environmental objectives in accordance with the Do No Significant Harm (DNSH) criteria. In addition, the activities should be carried out in compliance with the minimum safeguards.

### Substantial contribution to climate change mitigation

In order to determine if an economic activity is Taxonomy-aligned, it should first be determined if the activity complies with the first requirement as described in the Taxonomy regulation (section 1.2.2.1(b) of Annex I to the Disclosures Delegated Act). The activity must contribute substantially to the achievement of one or more of the environmental objectives.

Aspo's aligned activity (CCM 6.10) includes the operation of ESL Shipping's newest vessels (Viikki and Haaga) and the construction of new vessels (Green Coasters). Paragraph 1d of the technical screening criteria of substantial contribution to climate change mitigation regarding activity CCM 6.10 applies to these vessels. This means that the vessels have been given an energy efficiency design index (EEDI) value until December 31, 2025, which is 10% lower than the EEDI requirements applied on April 1, 2022, if the vessels are able to use a fuel that does not generate direct carbon dioxide emissions (exhaust emissions) or fuels produced from renewable sources. Of ESL Shipping's vessels, Viikki and Haaga are below the required level by 18.5% and the electric hybrid vessels under construction by 20.5%. On these grounds, we consider the taxonomy's technical criteria to be met, and these vessels are substantially contributing to climate change mitigation.

Paragraph 2 of the technical screening criteria defined in the article on substantial contribution to climate change mitigation states that the vessels are not to be dedicated for transport of fossil fuels. Viikki and Haaga meet the criteria as they are not dedicated for the transport of fossil fuels. These vessels have however transported fossil fuels which has been considered in the reporting by treating the part of the net sales generated through transportation of fossil fuels as taxonomy eligible but not taxonomy aligned. Therefore, these vessels are substantially contributing to climate change mitigation.

### Do no significant harm (DNSH) criteria

As we have been able to demonstrate a substantial contribution for climate change mitigation for Aspo's activity CCM 6.10 the next step is to analyze the DNSH criteria. As the activity CCM 6.10 only includes the business operations of ESL Shipping the analysis is conducted mainly at that level (climate risk assessment has been conducted at the Aspo Group level). The DNSH criteria for CCM 6.10 specified in the Climate Delegated act require compliance with

the general criteria and industry specific criteria. The details of the analysis are further explained below for each of the five environmental objects. Based on the analysis we conclude that ESL Shipping's operations are in compliance with all the DNSH criteria for climate change mitigation.

### Climate change adaptation

The DNSH criteria related to climate change adaptation include performance of a robust climate risk and vulnerability assessment and identification of material physical climate risks in accordance with Appendix A of the Climate Delegated Act.

Aspo has conducted a climate risk assessment considering different climate scenarios, changes in conditions and resulting risks using the mid-term climate scenarios of the Intergovernmental Panel on Climate Change (IPCC). The World Wildlife Fund's (WWF) climate change scenarios and resulting risks have also been used in the assessment. ESL Shipping's operations meet the aforementioned requirements set for climate change adaptation regarding the assessment of climate risks and vulnerabilities. As the lifecycle of ESL Shipping's operations has been assessed to be more than ten years, climate risks and vulnerabilities have been assessed relative to time and the scope of operations. Initially, ESL Shipping's vessels have been designed for conditions expected in shipping operations, including storms, wind, waves, arctic and other challenging conditions. According to our assessment, ESL Shipping has a good ability to respond and adapt to various risks caused by climate change.

### Sustainable use and protection of water and marine resources

Appendix B of the Climate Delegated Act specifies the DNSH criteria for sustainable use and protection of water and marine resources including identifying and addressing the risks related to preserving water quality and avoiding water stress. A water use and protection management plan should be developed for the potentially affected water body or bodies in consultation with relevant stakeholders.

ESL Shipping has developed a water protection plan in accordance with the Appendix B of the Climate Delegated Act. ESL Shipping has included measures related to water protection and water quality monitoring in its guidelines according to the water protection plan. In addition, ESL Shipping has

taken measures to ensure that the activity does not hamper the achievement of good environmental status of marine waters or does not deteriorate the marine waters already in good environmental status. The operating vessels Viikki and Haaga have received several certificates related to water protection and pollution prevention and therefore meet the aforementioned criteria. The Green Coaster ships will also receive corresponding certificates upon completion of construction. According to the EU directive 2011/92/EC an environmental impact assessment is required for ports and building or operation of waterways, but not for operation of vessels. Therefore, ESL Shipping's vessels do not require an environmental impact assessment and thus such an assessment has not been conducted.

#### Transition to circular economy

The DNSH requirements specified for activity CCM 6.10 presented in the Climate Delegated Act include requirements of having measures in place to manage and recycle waste at the end-of-life appropriately. For ships above 500 gross tonnage and the new-built ones replacing them, the activity should be in compliance with Regulation (EU) No 1257/2013 and appropriate recycling facilities should be utilized (Commission Implementing Decision 2016/2323). The discharge of waste of ships should comply with Directive (EU) 2019/883 and the ship is to be operated in accordance with Annex V to the International Convention for the prevention of pollution (the IMO MARPOL Convention).

Any waste generated during the operation of ESL Shipping's vessels is sorted and stored on board each vessel and transferred to ports in a controlled manner. Dockages are carried out by operators that are able to process the waste generated during dockages sustainably. Lubricants and other hazardous waste are processed so that they can be used in recycling. If ESL Shipping maintains any vessels until the end of their lifecycle, the scrapped vessels will be recycled in a controlled manner. Vessels are operated in accordance with Annex V of the International Convention for the Prevention of Pollution from Ships (MARPOL) issued by the International Maritime Organization (IMO) on November 2, 1973. ESL Shipping has prepared guidelines for waste processing, safety, recycling and scrapping, and it has issued a statement on compliance with MARPOL.

#### Pollution prevention and control

For pollution prevention and control the DNSH requirements specified for activity CCM 6.10 presented in the Climate Delegated Act include that sulfur in fuel content should not exceed 0,5% (Global limit) or 0,1% in mass (North Sea, Baltic Sea and Mediterranean Sea limit) also complying with the Directive (EU) 2016/802 of and Annex VI to the IMO MARPOL Convention. Vessels should comply with Regulation 13 of Annex VI to IMO MARPOL Convention related to nitrogen oxides emissions. Discharges of black and grey water should comply with Annex IV to the IMO MARPOL Convention and measures should be in place to minimize toxicity of anti-fouling paint and biocides (Regulation (EU) No 528/2012).

ESL Shipping is closely monitoring the sulfur emissions for Viikki and Haaga on an annual basis for CSI (Clean Shipping Index) verification. In the previous reporting period (2022) Viikki's and Haaga's sulfur emissions were 0.0011% and 0.0015% based on bunkered fuel, which is significantly less than the sulfur content requirement 0.1% as defined by IMO (Regulation 14 of Annex VI to the IMO MARPOL Convention). Criteria related nitrogen oxides (NO<sub>x</sub>) do not apply to Viikki and Haaga as they do not operate in NO<sub>x</sub> emission control areas established under IMO. As for the discharged of gray and black water Viikki and Haaga have DNV sewage prevention certificates that cover the regulation's requirements and comply with the Annex IV to the IMO MARPOL Convention. In addition, ESL Shipping's internal guidelines mention that processing of grey water should be arranged at ports to protect waterbodies if it can be reasonably and practically arranged. The aforementioned DNV certificates also cover the requirements related to measures to minimize toxicity of anti-fouling paint and biocides as stated in Regulation (EU) No 528/2012.

#### Protection and restoration of biodiversity and ecosystems

The DNSH requirements for protection and restoration of biodiversity and ecosystems specified for activity CCM 6.10 include controlling that non-indigenous species are not introduced as part of ballast water releases or by biofouling of hull or other niche areas of ships. Noise and vibrations are limited by using noise reducing propellers and the activity does not hamper the achievement of good environmental status as set out in Directive 2008/56/EC.

ESL Shipping operates in compliance with the International Convention for the Control and Management of Ships' Ballast Water and Sediments as ESL Shipping's vessels are equipped with ballast water treatment systems that prevent the spread of invasive alien species from one waterbody to another through ballast water. ESL Shipping also has its own Biofouling Management Plan made based on the IMO Biofouling Guideline to prevent the introduction of non-indigenous species by biofouling of hull and other niche areas of the ship. Instructions for underwater noise reduction are included in the ESL Shipping's internal instructions which comply with IMO Guidelines for the Reduction of Underwater Noise. Viikki and Haaga have received several certificates that support the fact that the activity does not hamper the achievement of good environmental status, as set out in Directive 2008/56/EC, requiring that appropriate measures are taken to prevent or mitigate impacts in relation to that Directive's Descriptors 1 (biodiversity), 2 (non-indigenous species), 6 (seabed integrity), 8 (contaminants), 10 (marine litter), 11 (noise/energy) and as set out in Commission Decision (EU) 2017/848 in relation to the relevant criteria and methodological standards for those descriptors, as applicable. Corresponding certifications will be applied for Green Coasters upon completion of construction.

#### Minimum safeguards

The final step in taxonomy-alignment assessment is compliance with the minimum safeguards (MS). The MS include all procedures implemented to ensure that economic activities are carried out in alignment with the OECD Guidelines for Multinational Enterprises (OECD MNE Guidelines), the UN Guiding Principles on Business and Human Rights (UNGPs), including the principles and rights set out in the eight fundamental conventions identified in the Declaration of the International Labour Organization (ILO) on Fundamental Principles and Rights at Work; and the International Bill of Human Rights. Key ILO conventions define the human rights and workers' rights that companies should respect.

Aspo's minimum safeguards assessment is based on the "Final Report on Minimum Safeguards", published by the Platform on Sustainable Finance (PSF) in October 2022. The scope of minimum safeguards work covers human rights (including labour and consumer rights), corruption and bribery, taxation, and fair competition. A two-dimensional assessment approach was followed to assess

compliance with minimum safeguards. Firstly, adequate processes have been implemented to prevent negative impacts (procedural dimension) and secondly, outcomes are monitored to check whether our processes are effective (outcome dimension). Aspo is currently developing its formal policies and processes related to minimum safeguards requirements. The procedures currently conducted to ensure compliance with the minimum safeguards have been described below for each topic.

Aspo assesses the minimum safeguards at Group level, while applying all related principles to each of its businesses. Aspo's Code of Conduct, commitment to the principles of the UN Global Compact, as well as the training completed by each employee, and Aspo's other guidelines set a framework for the principles and requirements that are expected from Aspo's all employees and partners. According to the UN Global Compact, we abide by its principles for human rights, working life, the environment and anti-corruption. In addition, Aspo respects and follows internationally recognized standards on human and workers' rights. As a result of the MS assessment, Aspo concludes that all of its taxonomy-aligned activities meet the criteria used.

#### Human rights

Aspo's Code of Conduct outlines the norms, rules and responsibilities of Aspo and its employees, including human rights matters. Aspo is committed to respecting human rights in line with the United Nations Guiding Principles (UNGPs) on Business and Human Rights. Aspo's Code of Conduct and other guidelines set a framework for the principles and requirements that are expected from Aspo's all employees and partners. Aspo's Code of Conduct is approved and issued by Aspo's Board of Directors and is publicly available via Aspo's website.

Aspo has an annual Code of Conduct training that applies to all its employees, job applicants and subcontractors as well as suppliers and other business partners. In addition, Aspo has a separate Supplier Code of Conduct that sets standards for its suppliers and expects its partners to commit to it and to follow all applicable laws and regulations. In Aspo's Compliance and Code of Conduct trainings, employees are trained to identify any adverse impact on human rights questions and situations where human rights may be violated. Furthermore, Aspo's businesses continuously assess their customers and suppliers, and they have been instructed to end a business relationship if any violations are discovered. The principles have been described extensively in Aspo's Code of Conduct,

and they are applied in the personnel training, and they apply to all our employees, job applicants and subcontractors.

Aspo has conducted a human rights impact assessment and human rights related impacts of each of Aspo's subsidiaries have been assessed and potential impacts identified. The scope of the assessment has included Aspo's own workforce, workers in the value chain, affected communities and consumers and/or end-users. Aspo pays attention to human rights due diligence (HRDD) commitments and has included the principles to be applied in its policies, guidelines and personnel training.

ESL Shipping operates in accordance with the Maritime Labour Convention (MLC), which is reflected in the company's measures to prevent and mitigate adverse human rights impacts. Ships are subject to regular audits for compliance with the MLC. The effectiveness of the processes is monitored by reviews of the audit results. On-board complaint mechanisms have been established, in addition to Aspo's whistleblowing channel.

Our businesses continuously audit supply chains to assess measures related to the minimum safeguards, including human rights. In the financial year 2023, Aspo has not been convicted in court of violating labour law or human rights. In addition, Aspo has not been involved in a case dealt with by an OECD National Contact Point and was not questioned by the Business and Human Rights Resource Center (BHRRRC).

#### Anti-corruption

Aspo has implemented multiple measures to prevent and fight corrupt practices. Aspo's mandatory compliance training for personnel includes an anti-corruption module. Even before providing regular training, Aspo has combated corruption in all its market areas with zero tolerance. Aspo's businesses do not take part of transactions in markets in which business operations would have required activities which would breach Aspo's Code of Conduct. Aspo does not accept corruption or bribery in any form. Aspo never pays bribes or accept their payment to the authorities or private individuals, and never requests or accepts them. In particular, Aspo can never give or offer anything of a monetary value to inappropriately influence decisions to obtain or maintain business activities or to gain an unfair advantage. Also, Aspo cannot do this directly or indirectly through third parties.

Aspo aims to engage in a productive, ethical, and transparent relationship with its principals, representatives, distributors, customers and subcontractors. Furthermore, Aspo expects its partners to comply with applicable laws and reg-

ulations and commit to abiding by the codes of conduct of our product and service suppliers. To ensure appropriate operating methods, Aspo's businesses monitor compliance with the Supplier Code of Conduct in various ways. No corruption cases have occurred during 2023.

#### Taxation

Aspo's tax strategy can briefly be defined as follows. Aspo complies with national and international tax laws. Aspo does not engage in any aggressive tax planning, and the profit of Aspo's companies is taxed in the country in which it has been generated. Aspo or its subsidiaries have never been convicted of any tax violations, but Aspo may take legal action to defend its tax rights, if necessary. Aspo always complies with local tax law regarding all tax types. Aspo has special tax characteristics at its shipping companies in Finland and Sweden, to which local tonnage tax law applies. Aspo's tax position is openly communicated at least once a year in the financial statements, and in separate bulletins if required. Deferred tax receivables from losses are not recognized, unless it can be indisputably proved that they can be utilized according to legislation. No violations of tax laws have occurred during 2023.

#### Fair competition

Aspo complies with the principle of fair competition. We provide our personnel with regular training to help them understand competition law and related practices. Aspo's Code of Conduct and Compliance trainings include sections on competition law. Approximately 100% of Aspo's employees have completed the Code of Conduct and Compliance trainings during 2023. No legal action has ever been taken against Aspo, its subsidiaries, management, or managerial employees for breach of competition law.

#### KPIs and accounting policies

The key performance indicators ("KPIs") include the turnover KPI, the CapEx KPI and the OpEx KPI. For presenting the Taxonomy KPIs, we use the templates provided in Annex II of the Environmental Delegated Act (amending the original templates of the Disclosures Delegated Act). The accounting policy and detailed information for each KPI is presented after the templates.









### Turnover KPI

When calculating the performance indicator for turnover, Aspo applies the same IFRS accounting principles as it does in the consolidated financial statements. The accounting principles for revenue recognition are presented in Note 3.1 of the consolidated financial statements. The net sales figure used in calculating the turnover performance indicator is the net sales of Aspo's continuing operations, as presented in the statement of comprehensive income. The Taxonomy-eligible turnover includes the share of the Group's net sales that comes from activities within the Taxonomy scope. The turnover presented in the table above consists of the sales of the vessels Viikki and Haaga (excluding the sales of coal transport). The part of net sales obtained from the transportation of coal has been deducted from the numerator of the turnover indicator. The net sales of other vessels and correspondingly of Aspo's other continuing operations are not taxonomy-aligned, but they have been included in full in the numerator of the turnover indicator at a Group level.

### CapEx KPI

For Aspo capital expenditure as defined in the Taxonomy Regulation includes investments in tangible and intangible assets. Additions to tangible assets are presented in Note 4.1 of the consolidated financial statements, and additions to intangible assets in Note 4.2. The capital expenditure from taxonomy eligible activities presented in the table include the capital expenditure of ESL Shipping. During the fiscal year 2023 ESL Shipping's CapEx consisted of additions to PP&E related to the operational vessels Viikki and Haaga and the Green Coaster vessels under construction.

The capital expenditure in the table above include the Green Coasters investments only for the six vessels which will remain in ESL Shipping's ownership. Investments in the other six vessels which will be transferred to the investors in the pooling arrangement are not included in Aspo's taxonomy reporting. Acquisitions through business combinations are not taken into account in CapEx KPI.

### CapEx Plan

As mentioned, twelve new advanced electric hybrid vessels (Green Coasters) are currently under construction. Aspo's CapEx plan for the following years consists mainly of the expenditure related to the construction of the Green Coaster vessels. Aspo discloses all new relevant approved investment decisions in stock releases.

### Future impact of the CapEx investments

The Green Coaster vessels under construction are advanced electric vessels with modern technology. As these vessels become operational, they will increase the taxonomy-aligned turnover and OpEx of ESL Shipping and the entire Aspo Group.

### OpEx KPI

Operating expenditure as defined in the Taxonomy Regulation include direct non-capitalized costs that relate to improvements, maintenance and repair of vessels, and any other direct expenditures relating to the day-to-day servicing of assets of property, plant and equipment by the undertaking or a third party to whom activities are outsourced that are necessary to ensure the continued and effective functioning of such assets. In Aspo Group's consolidated statement of comprehensive income operating expenditure as defined in the Taxonomy Regulation are included under 'Other operating expenses', which are presented in Note 3.5 of the consolidated financial statements.

The taxonomy aligned OpEx presented on the tables above includes the operating expenditure of Viikki and Haaga only, as the Green Coasters are not yet operational. The operating expenditure of these vessels consists of technical maintenance costs. The aligned OpEx does not include the share of OpEx related to coal transport (the share has been calculated based on the share of revenue). The operating expenditure allocated to the vessels Viikki and Haaga follows the distribution of their net sales. As for the OpEx presented in the KPI template the Taxonomy non-eligible OpEx includes the OpEx of Telko and Leipuri in accordance with section 1.1.3.1 of the Disclosures Delegated Act. The costs related to property, plant and equipment have been defined to include only buildings that are in Telko's or Leipuri's ownership as neither of the companies does not use any other type of relevant PP&E in their operations.

### RISKS AND RISK MANAGEMENT

Companies must accept a certain risk level, relative to which business targets are set. Aspo also has various risks related to normal operations and business-specific operations.

The purpose of risk management is to promote the achievement of the Group's goals. Risk management aims to proactively identify and manage potential problems and to identify and seize business opportunities. Risk management supports the development and implementation of Aspo's strategy.

The purpose of risk management in Aspo is that:

- Aspo has an effective risk management control model, and the related processes are integrated into management of Aspo's business.
- Management has access to high-quality and up-to-date information about business risks and their management measures to support decision-making.
- The probability of the materialization of risks and unexpected events and their impacts on financial performance and reputation can be reduced effectively.
- Risk management measures and selected control measures are based on Aspo's willingness to take risks and ability to tolerate risks.
- Cooperation in risk management is effective between Aspo's different businesses.

Aspo has strategic, operational, loss and financial risks. Strategic risks include risks that have a long-term impact on business operations, such as risks associated with the operating environment, market risks and political/legislative risks. Operational risks are managed on a daily basis in business operations, and they include counterparty risks, price risks associated with raw materials, and risks associated with non-conformities. The management of risks of loss is based on insurance and operating guidelines.

There are several geopolitical risk concentrations in the world, the development of which is difficult to predict, but which may have an impact on Aspo's business operations. Changes in these areas can be rapid and unpredictable, and it is therefore difficult to predict their potential impact or its scale on Aspo's business operations. Sanctions have been imposed internationally, which may also have direct or indirect impacts on Aspo's business operations. In addition, various countries have imposed import duties or other trade restrictions on each other's products. For the time being, however, these have not had a direct impact on Aspo's business operations. Geopolitical tensions can escalate and cause direct harm to business operations and payment transactions and, in the worst case, interrupt business operations in a crisis area. A crisis can also lead to human, economic and monetary losses. Possible sanctions and counter-sanctions can cause business difficulties and financial losses.

Fluctuations in economic activity can cause rapid fluctuations in the prices of raw materials, components and logistics, in addition to increasing uncertainty about the effectiveness of logistics in certain market situations. Aspo may temporarily benefit from increases in prices, while the prices of purchased raw mate-

rials or leased capacity, such as leased vessels, may increase at the same time. Longer delivery times for spare parts, components and raw materials and any rapid price changes in different market situations are also increasing risks. High inflation and prolonged high interest rates can slow down general economic growth and reduce demand for Aspo's business operations.

In line with its strategy, Aspo seeks to improve its steady performance capacity through business acquisitions. The strategy may lead to a temporary deterioration in the balance sheet and capital structure in situations where acquisitions require financial investments and consequently may reduce solvency.

The quantity and probability of the Group's loss risks are assessed regularly. Bidding processes are arranged for general insurance policies, and the amounts insured are regularly updated. The amounts insured are sufficient in view of the scope of Aspo's operations, but insurance companies may restrict the validity of insurance policies as a result of risks increasing for various reasons.

As the forward-looking estimates in this report are based on the current situation, they involve significant risks and other uncertainties that may cause the actual results to differ from the estimates presented.

### Financial risks

Aspo Group's financing and financial risk management are centralized in the parent company in accordance with the treasury policy approved by the Board of Directors.

- The refinancing risk is managed by decentralizing interest-bearing liabilities in terms of the counterparty, the form of funding, and maturity.
- The liquidity risk is managed by ensuring that the Group has sufficient cash assets, including committed revolving credit facilities and other financial reserves.
- The company hedges against interest rate changes by tying interest-bearing liabilities partly to floating rate loans and partly to fixed rate loans. In addition, interest rate derivatives are used for hedging against interest rate risks as necessary.
- On a case-by-case basis, the Group uses terms of payment based on advance payments and bank guarantees to hedge against credit risks. In-depth knowledge of customers is an important part of credit risk management.
- The exchange rate risk is primarily managed through customer and principal agreements at the business level, and secondarily by using currency derivatives, if necessary.

A more detailed description of financial risks is presented in Note 5.1 "Financial risks and the management of financial risks" to the consolidated financial statements.

### Internal control and risk management

One of the responsibilities of Aspo's Audit Committee is to monitor the efficiency of the Group's internal control, internal audits and risk management systems. The Audit Committee monitors the risk management process and provides guidelines on the necessary measures to prevent strategic risks in particular. In accordance with the internal control principles approved by the Board of Directors, risk management is part of Aspo's internal control, and its purpose is to ensure the implementation of the Group's strategy, the development of financial performance, shareholder value, the ability to pay dividends, and the continuity of business operations. The management of each business is responsible for risk management. The management is responsible for specifying sufficient measures and their implementation, and for monitoring and ensuring that the measures are implemented as part of day-to-day operational management. Aspo's Director of Legal Affairs, who reports to the Group CEO, is in charge of risk management.

### LEGAL PROCEEDINGS

Aspo Group's companies are party to some legal proceedings and disputes associated with regular business operations. There were no significant changes in these during 2023. On the basis of the information available and taking into account the existing insurance cover and provisions made, Aspo believes that they do not have any material adverse impact on the Group's financial position.

### MANAGEMENT AND AUDITORS

The Annual General Meeting re-elected Patricia Allam, Tapio Kolunsarka, Mikael Laine, Salla Pöyry, Tatu Vehmas and Heikki Westerlund as members of the Board of Directors. Kaarina Ståhlberg was elected as a new Member of the Board. At its inaugural meeting after the Annual General Meeting, the Board elected Heikki Westerlund as its Chair and Mikael Laine as its Vice Chair. The Board elected Heikki Westerlund as Chair of the Personnel and Remuneration Committee and Tapio Kolunsarka, Salla Pöyry and Tatu Vehmas as its members. At the meeting, the Board also decided to elect Kaarina Ståhlberg as Chair of the Audit Committee and Patricia Allam, Mikael Laine and Tatu Vehmas as its members.

The Board of Directors had 15 meetings in 2023. The attendance rate was 99%.

In August, Erkka Repo was appointed as Aspo Group's new CFO and a member of the Group Executive Committee. Repo will start in his position on March 1, 2024.

Arto Meitsalo, CFO and member of the Group Executive Committee of Aspo Group, left the company at the beginning of March 2024 after turning 60.

Deloitte Oy, Authorized Public Accountants, has served as the company's auditor. Jukka Vattulainen, APA, has served as the principal auditor. The auditor's fee will be paid in accordance with an accepted invoice.

### BOARD AUTHORIZATIONS

#### Authorization of the Board of Directors to decide on the acquisition of treasury shares

The Annual Shareholders' Meeting authorized the Board of Directors to decide on the acquisition of no more than 500,000 of the treasury shares. The authorization includes the right to accept treasury shares as a pledge. The authorization is valid until the Annual Shareholders' Meeting in 2024 but not more than 18 months from the approval at the Shareholders' Meeting.

In 2023, Aspo acquired a total of 36,194 of its own shares in trading organized by Nasdaq Helsinki Ltd.

#### Authorization of the Board of Directors to decide on an issue of treasury shares

The Annual Shareholders' Meeting authorized the Board of Directors to decide on a share issue, through one or several installments, to be executed by conveying treasury shares. An aggregate maximum amount of 2,500,000 shares may be conveyed based on the authorization. The authorization is valid until the Annual Shareholders' Meeting in 2024 but not more than 18 months from the approval at the Shareholders' Meeting.

In 2023, a total of 86,050 shares were conveyed based on the share-based incentive plans.

#### Authorization of the Board of Directors to decide on the issue of new shares

The Annual Shareholders' Meeting authorized the Board of Directors to decide on a share issue for consideration, or on a share issue without consideration for

the Company itself. The authorization includes the right of the Board of Directors to decide on all of the other terms and conditions of the conveyance and thus also includes the right to decide on a directed share issue, in deviation from the shareholders' pre-emptive right, if a compelling financial reason exists for the company to do so. The total number of new shares to be offered for subscription may not exceed 2,500,000. The authorization is valid until the Annual Shareholders' Meeting in 2024 but not more than 18 months from the approval at the Shareholders' Meeting.

#### **Authorization of the Board of Directors to decide on donations**

The Annual Shareholders' Meeting authorized the Board of Directors to decide on contributions in the total maximum amount of EUR 100,000 for charitable or similar purposes, and to decide on the recipients, purposes and other terms of the contributions. The authorization is valid until the Annual Shareholders' Meeting in 2024.

In 2023, donations of approximately EUR 10,000 were made.

## **SHARES AND SHAREHOLDERS**

### **Shares and payment of dividends**

Aspo Plc's registered share capital on December 31, 2023, was EUR 17,691,729.57, and the total number of shares was 31,419,779, of which the company held 16,244 shares, or 0.05% of the share capital.

Aspo Plc has one share series. Each share entitles the shareholder to one vote at the Shareholders' Meeting. Aspo's share is quoted on Nasdaq Helsinki Ltd's Mid Cap segment under Industrial Goods and Services.

In January–December 2023, a total of 2,369,884 Aspo Plc shares, with a market value of EUR 16.2 million, were traded on Nasdaq Helsinki. In other words, 7.5% of the shares in the company changed hands. In 2023, the highest share price was EUR 8.70 and the lowest EUR 5.50. The average price was EUR 6.83, and the closing price at the end of the year was EUR 5.98. At the end of the year, the market value of the shares in the company, less treasury shares, was EUR 187.8 million.

Based on the authorization by the Annual Shareholders' Meeting 2022, Aspo's Board of Directors decided to start a repurchasing program of the company's own shares on March 9, 2023. Additional treasury shares were needed for the purposes of the share-based incentive programs. During the period from

March 9 to March 31, 2023, Aspo acquired a total of 36,194 of its own shares in trading organized by Nasdaq Helsinki Ltd.

A total of 3,850 treasury shares granted as share-based incentives were returned to Aspo in July in accordance with the terms of the incentive plan as the employment ended.

Aspo Plc's Annual Shareholders' Meeting held on April 4, 2023, decided, as proposed by the Board of Directors, that EUR 0.23 per share be distributed in dividends for the 2022 financial year, and that no dividend be paid for shares held by Aspo Plc. The dividend was paid on April 17, 2023.

In addition, the Annual Shareholders' Meeting authorized the Board of Directors to decide on another dividend distribution in the maximum amount of EUR 0.23 per share at a later date. The Board of Directors decided in its meeting on November 1, 2023, of the second dividend distribution of EUR 0.23 per share. The dividend was paid on November 10, 2023. Thus, Aspo distributed a total dividend of EUR 0.46 per share in 2023.

### **Shareholders**

Aspo's shares are included in the book-entry system maintained by Euroclear Finland Ltd. The company had 11,502 shareholders at the end of the review period. A total of 969,564 shares, or 3.09% of the share capital, were nominee registered or held by non-domestic shareholders. A monthly updated list of Aspo's major shareholders is available on Aspo's website.

### **Share ownership by members of the Board and the Group Executive Committee**

On December 31, 2023, the total number of shares owned by the members of Aspo Plc's Board of Directors and their controlled entities was 7,176,538 shares, or 22.84% of the shares and voting rights in the company.

On December 31, 2023, Aspo Plc's CEO and the other members of the Group Executive Committee held a total of 273,355 shares, or 0.87% of the shares and voting rights in the company.

## MAJOR SHAREHOLDERS ON DECEMBER 31, 2023

	Shares qty	Percentage of shares and voting rights, %
Havsudden Oy Ab	3,262,941	10.38
AEV Capital Holding Oy	3,253,554	10.36
Varma Mutual Pension Insurance Company	1,423,076	4.53
Tapio Vehmas	1,275,827	4.06
Ilmarinen Mutual Pension Insurance Company	875,226	2.79
Gustav Nyberg	851,524	2.71
Investment fund Nordea Nordic Small Cap	726,040	2.31
Mandatum Life Insurance Company	677,728	2.16
Procurator-Holding Oy	564,882	1.80
IAIK Oy	505,947	1.61
<b>Ten major shareholders, total</b>	<b>13,416,745</b>	<b>42.70</b>

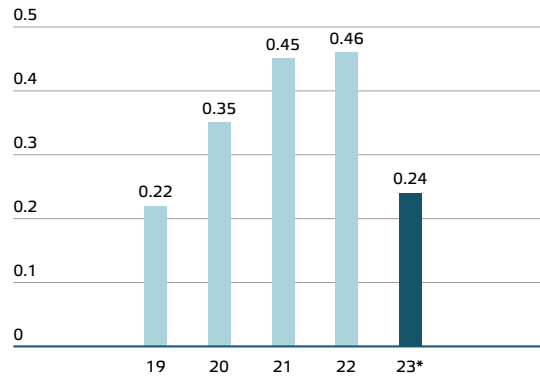
## DISTRIBUTION OF SHARE OWNERSHIP ON DECEMBER 31, 2023 BY NUMBER OF SHARES

Shares qty	Number of shareholders	Percentage of shareholders %	Number of shares qty	Percentage of all shares %
1-100	2,875	24.99	146,685	0.47
101-500	4,219	36.68	1,154,508	3.67
501-1,000	1,786	15.53	1,368,660	4.36
1,001-5,000	2,114	18.38	4,556,054	14.50
5,001-10,000	273	2.37	1,935,699	6.16
10,001-50,000	191	1.66	3,883,165	12.36
50,001-100,000	16	0.14	1,157,321	3.68
100,001-500,000	18	0.16	3,796,478	12.08
500,001-	10	0.09	13,416,745	42.70
Total in joint accounts			4,464	0.01
<b>Total</b>	<b>11,502</b>	<b>100.00</b>	<b>31,419,779</b>	<b>100.00</b>

## DISTRIBUTION OF SHARE OWNERSHIP ON DECEMBER 31, 2023 BY OWNER GROUP

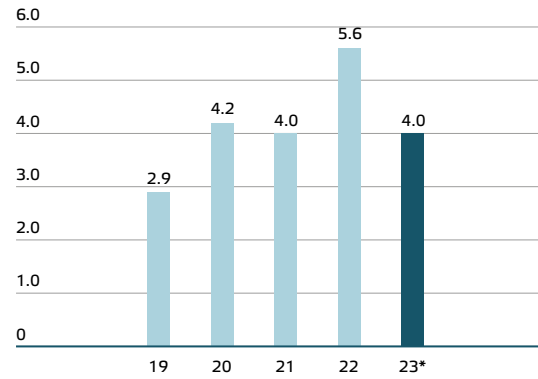
	Percentage of shareholders %	Percentage of shares %
Households	94.8	50.4
Companies	3.8	29.3
Financial and insurance institutions	0.3	6.3
Non-profit organizations	0.8	3.4
Public organizations	0.1	7.6
Non-domestic	0.4	1.8
<b>Total</b>	<b>100.0</b>	<b>100.0</b>

**DIVIDEND PER SHARE, EUR**



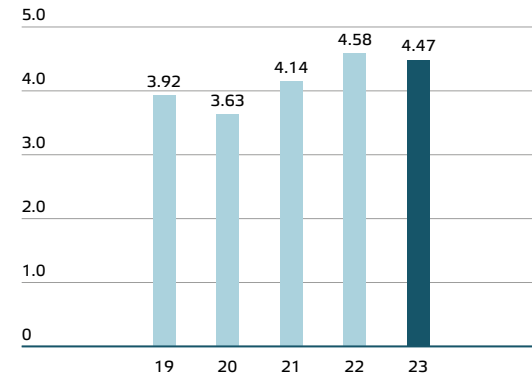
\* Board proposal to the Annual Shareholders' Meeting

**EFFECTIVE DIVIDEND YIELD, %**

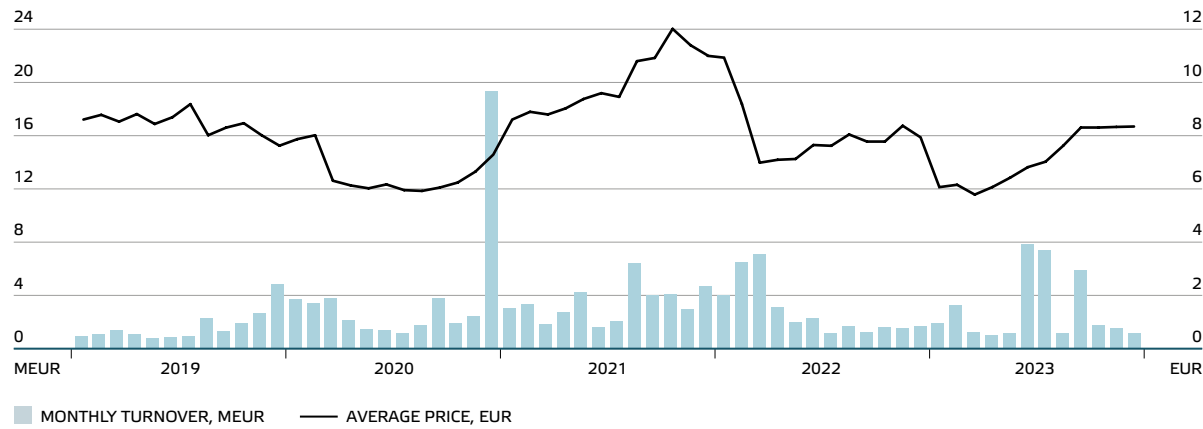


\* Board proposal to the Annual Shareholders' Meeting

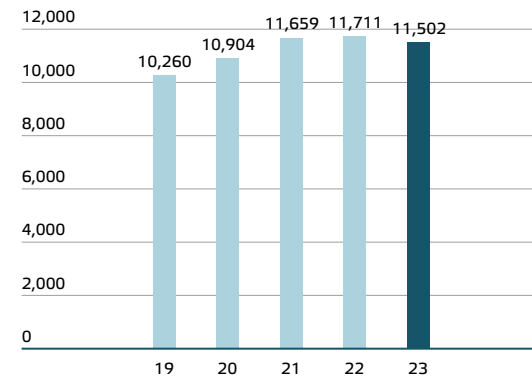
**EQUITY PER SHARE, EUR**



**SHARE TRADING AND AVERAGE PRICE**



**NUMBER OF SHAREHOLDERS**



## SHARE-SPECIFIC KEY FIGURES

	2023	2022	2021	2020	2019
Equity per share, EUR	4.47	4.58	4.14	3.63	3.92
Dividend per share, EUR (2023 proposal by the Board of Directors)	0.24	0.46	0.45	0.35	0.22
Dividend/earnings, %	-1,642.8	75.2	58.9	91.0	46.4
Effective dividend yield, %	4.0	5.6	4.0	4.2	2.9
Price/earnings ratio (P/E)	-409.2	13.4	14.9	21.8	16.1
Share price performance, EUR					
Average price	6.83	8.01	10.08	6.80	8.20
Lowest price	5.50	6.09	8.28	5.50	7.52
Highest price	8.70	11.80	13.50	8.56	9.42
Closing price	5.98	8.20	11.36	8.40	7.62
Market value of shares, Dec. 31, MEUR	187.8	257.1	355.1	262.6	237.2
Share trading, 1,000 shares	2,370	4,243	4,068	6,798	2,454
Share trading, MEUR	16.2	33.9	41.0	46.3	20.1
Share trading/number of shares, %	7.5	13.5	12.9	21.6	7.8
Total number of shares on the closing date, 1,000 shares	31,420	31,420	31,420	31,420	31,420
Treasury shares	16	62	162	162	297
Outstanding shares	31,404	31,358	31,258	31,258	31,123
Average number of shares (outstanding), 1,000 shares	31,390	31,333	31,258	31,191	31,121



## ■ CALCULATION PRINCIPLES FOR KEY FIGURES

Aspo Plc applies the guidance on alternative key figures issued by the European Securities and Market Authority (ESMA). In addition to IFRS figures, the company releases other commonly used key figures (alternative key figures), which are mainly derived from the consolidated statement of comprehensive income and balance sheet. According to the manage-

ment, alternative key figures clarify and supplement the picture drawn by the consolidated statement of comprehensive income and balance sheet, as well as the IFRS key figures, of Aspo's financial performance and financial position.

$$\text{Return on equity (ROE), \%} = \frac{\text{profit for the period} \times 100}{\text{equity (average of the current and previous financial year)}}$$

$$\text{Equity ratio, \%} = \frac{\text{shareholders' equity} \times 100}{\text{balance sheet total} - \text{advances received}}$$

$$\text{Gearing, \%} = \frac{(\text{interest-bearing liabilities} - \text{cash and cash equivalents}^*) \times 100}{\text{shareholders' equity}}$$

$$\text{Interest-bearing liabilities, EUR} = \text{loans and overdraft facilities in use (interest-bearing)} + \text{lease liabilities}$$

$$\text{Net interest-bearing debt, EUR} = \text{interest-bearing liabilities} - \text{cash and cash equivalents}$$

$$\text{Free cash flow, EUR} = \text{net cash from operating activities} + \text{net cash from investing activities}$$

$$\text{Earnings per share (EPS), EUR} = \frac{\text{profit for the period} - \text{hybrid interest, net of tax}}{\text{average number of shares, excluding treasury shares}}$$

$$\text{Shareholders' equity per share, EUR} = \frac{\text{shareholders' equity}}{\text{number of shares on the closing date, excluding treasury shares}}$$

$$\text{Dividend/earnings, \%} = \frac{\text{dividend per share} \times 100}{\text{earnings per share (EPS)}}$$

$$\text{Effective dividend yield, \%} = \frac{\text{dividend per share} \times 100}{\text{closing price}}$$

$$\text{Price/earnings ratio (P/E)} = \frac{\text{closing price}}{\text{earnings per share (EPS)}}$$

$$\text{Market value of shares, EUR} = \text{number of shares on the closing date, excluding treasury shares} \times \text{closing price}$$

$$\text{Comparable operating profit, EUR} = \text{operating profit, excl. items affecting comparability}$$

\*) In the calculation of gearing, interest-bearing liabilities and cash and cash equivalents also include interest-bearing liabilities and cash and cash equivalents classified as held for sale. In 2022, of cash and cash equivalents held for sale, EUR 11.5 million are considered restricted cash and cash equivalents in accordance with IAS 7 standard.

# Financial statements 2023

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# Consolidated financial statements

## Consolidated statement of comprehensive income

1,000 EUR	Note	Jan 1–Dec 31, 2023	Jan 1–Dec 31, 2022
<b>Continuing operations</b>			
<b>Net sales</b>	3.1	<b>536,434</b>	560,683
Other operating income	3.2	<b>2,989</b>	2,376
Share of profits accounted for using the equity method	3.3	<b>1,268</b>	626
Materials and services	3.4	<b>-338,603</b>	-332,248
Employee benefit expenses	3.6	<b>-48,539</b>	-48,787
Depreciation, amortization and impairment losses	3.7	<b>-19,335</b>	-17,955
Depreciation, amortization and impairment losses, leased assets	3.7	<b>-14,183</b>	-15,191
Other operating expenses	3.5	<b>-94,160</b>	-111,106
<b>Operating profit</b>		<b>25,871</b>	38,398
Financial income	3.8	<b>1,600</b>	504
Financial expenses	3.8	<b>-10,855</b>	-6,382
<b>Financial income and expenses</b>		<b>-9,255</b>	-5,878
<b>Profit before taxes</b>		<b>16,616</b>	32,520
Income taxes	3.9	<b>-361</b>	-1,720
<b>Profit from continuing operations</b>		<b>16,255</b>	30,800
Profit from discontinued operations	1.3	<b>-14,614</b>	-10,113
<b>Profit for the period</b>		<b>1,641</b>	20,687

1,000 EUR	Note	Jan 1–Dec 31, 2023	Jan 1–Dec 31, 2022
<b>Other comprehensive income</b>			
Items that may be reclassified to profit or loss in subsequent periods:			
Translation differences		<b>12,153</b>	-1,211
Cash flow hedges	5.2	<b>-47</b>	
Other comprehensive income for the period, net of taxes		<b>12,106</b>	-1,211
<b>Total comprehensive income</b>		<b>13,747</b>	19,476
<b>Profit for the period attributable to</b>			
Parent company shareholders		<b>1,641</b>	20,687
<b>Total comprehensive income attributable to</b>		<b>13,747</b>	19,476
<b>Earnings per share attributable to parent company shareholders, EUR</b>			
Basic earnings per share			
Continuing operations	2.7	<b>0.45</b>	0.93
Discontinued operations	2.7	<b>-0.46</b>	-0.32
<b>Total</b>		<b>-0.01</b>	0.61
Diluted earnings per share			
Continuing operations	2.7	<b>0.45</b>	0.93
Discontinued operations	2.7	<b>-0.46</b>	-0.32
<b>Total</b>		<b>-0.01</b>	0.61

# Consolidated balance sheet

## ASSETS

1,000 EUR	Note	Dec 31, 2023	Dec 31, 2022
<b>Non-current assets</b>			
Intangible assets	4.2	51,710	46,783
Tangible assets	4.1	168,972	178,454
Leased assets	2.5	22,516	15,871
Investments accounted for using the equity method	3.3	1,703	974
Other financial assets		229	207
Deferred tax assets	4.8	541	330
<b>Total non-current assets</b>		<b>245,671</b>	242,619
<b>Current assets</b>			
Inventories	4.4	59,242	69,900
Accounts receivable and other receivables	4.5	73,705	68,995
Current tax assets		408	255
Cash and cash equivalents	2.2	30,683	21,727
		164,038	160,877
Assets held for sale	1.3		12,414
<b>Total current assets</b>		<b>164,038</b>	173,291
<b>Total assets</b>		<b>409,709</b>	415,910

## EQUITY AND LIABILITIES

1,000 EUR	Note	Dec 31, 2023	Dec 31, 2022
<b>Equity attributable to parent company shareholders</b>			
Share capital	2.6	17,692	17,692
Share premium reserve	2.6	4,351	4,351
Other reserves		16,434	16,472
Hybrid bond	2.6	30,000	30,000
Translation differences		-13,851	-25,995
Retained earnings		85,861	101,165
<b>Total equity</b>		<b>140,487</b>	143,685
<b>Non-current liabilities</b>			
Deferred tax liabilities	4.8	5,508	6,946
Provisions	4.7	595	586
Loans and overdraft facilities	2.3	138,547	154,301
Lease liabilities	2.5	8,331	4,559
Other liabilities		14	99
<b>Total non-current liabilities</b>		<b>152,995</b>	166,491
<b>Current liabilities</b>			
Provisions	4.7	157	58
Loans and overdraft facilities	2.3	33,892	17,825
Lease liabilities	2.5	15,129	11,728
Accounts payable and other liabilities	4.6	65,667	71,105
Current tax liabilities		1,382	1,111
		116,227	101,827
Liabilities directly associated with assets classified as held for sale	1.3		3,907
<b>Total current liabilities</b>		<b>116,227</b>	105,734
<b>Total liabilities</b>		<b>269,222</b>	272,225
<b>Total equity and liabilities</b>		<b>409,709</b>	415,910

# Consolidated cash flow statement

1,000 EUR	Note	Jan 1–Dec 31, 2023	Jan 1–Dec 31, 2022
<b>Cash flows from/used in operating activities</b>			
Operating profit from continuing operations		<b>25,871</b>	38,398
Operating profit from discontinued operations	1.3	<b>-16,105</b>	-7,214
Operating profit total		<b>9,766</b>	31,184
Adjustments to operating profit:			
Depreciation, amortization and impairment losses	3.7	<b>33,800</b>	37,815
Other impairment losses of the eastern companies classified as held for sale			11,733
Gains (-) and losses (+) on sale of tangible assets		<b>-1,839</b>	-1,637
Gains and losses on sale / deconsolidation of business operations		<b>13,744</b>	1,010
Expensed inventory fair value adjustment of acquired businesses		<b>115</b>	634
Share of profits accounted for using the equity method	3.3	<b>-1,268</b>	-626
Share-based incentive plan		<b>429</b>	1,152
Increase (+) / decrease (-) in provisions	4.7	<b>106</b>	-37
Unrealized foreign exchange gains and losses on operating activities		<b>126</b>	582
Change in working capital:			
Increase (-) / decrease (+) in inventories		<b>14,657</b>	-12,934
Increase (-) / decrease (+) in accounts receivable and other receivables		<b>-1,439</b>	-2,502
Increase (+) / decrease (-) in accounts payable and other liabilities		<b>-8,765</b>	8,785
Interest paid		<b>-9,204</b>	-4,224
Interest received		<b>756</b>	307
Income taxes paid		<b>-3,373</b>	-3,571
<b>Net cash from operating activities</b>		<b>47,611</b>	67,671

1,000 EUR	Note	Jan 1–Dec 31, 2023	Jan 1–Dec 31, 2022
<b>Cash flows from/used in investing activities</b>			
Investments in tangible and intangible assets	4.1	<b>-21,824</b>	-17,818
Proceeds from sale of tangible assets		<b>12,255</b>	1,795
Acquisitions, net of cash	1.2	<b>-3,872</b>	-17,937
Dividends received		<b>542</b>	354
Cash impact from sale / deconsolidation of business operations **)		<b>-7,387</b>	310
<b>Net cash used in investing activities</b>		<b>-20,286</b>	-33,296
<b>Cash flows from/used in financing activities</b>			
Proceeds from loans		<b>75,665</b>	29,600
Repayments of loans		<b>-76,003</b>	-18,689
Proceeds from issuance of commercial papers			30,000
Repayment of commercial papers			-35,000
Purchase of own shares		<b>-331</b>	
Payment of lease liabilities		<b>-14,603</b>	-16,227
Proceeds from Hybrid bond issue	2.6		30,000
Hybrid bond repayment	2.6		-20,000
Hybrid bond, interest paid	2.6	<b>-2,625</b>	-1,760
Hybrid bond, transaction costs paid	2.6		-353
Dividends paid		<b>-14,445</b>	-14,107
<b>Net cash used in financing activities</b>		<b>-32,342</b>	-16,536
<b>Change in cash and cash equivalents</b>			
Cash and cash equivalents Jan. 1 *)		<b>33,574</b>	17,724
Translation differences		<b>109</b>	28
Impairment of cash of the eastern companies classified as held for sale		<b>2,017</b>	-2,017
<b>Cash and cash equivalents at year-end *)</b>		<b>30,683</b>	33,574

\*) In year-end 2022 cash and cash equivalents of continuing operations totalled EUR 21,727 thousand and cash and cash equivalents classified as assets held for sale totalled EUR 11,847 thousand. Thus, cash and cash equivalents of the group totalled EUR 33,574 thousand.

\*\*) In 2023 the cash flow from the sale of Telko's subsidiary in Russia was EUR -4.4 million. The cash impact of the deconsolidation of the other entities in the Non-core businesses segment amounted to EUR -3.4 million in 2023. The cash impact of the sale of Leipurin's bakery equipment business was EUR 0.4 million.

# Consolidated statement of changes in equity

1,000 EUR	Note	Share capital	Share premium reserve	Other reserves	Hybrid bond	Translation differences	Retained earnings	Total
<b>Equity January 1, 2023</b>		<b>17,692</b>	<b>4,351</b>	<b>16,472</b>	<b>30,000</b>	<b>-25,995</b>	<b>101,165</b>	<b>143,685</b>
<b>Comprehensive income</b>								
Profit for the period							1,641	1,641
Other comprehensive income, net of taxes								
Cash flow hedges				-47				-47
Translation differences				9		-3,045		-3,036
Reclassification of translation differences	1.3					15,189		15,189
<b>Total comprehensive income</b>				<b>-38</b>		<b>12,144</b>	<b>1,641</b>	<b>13,747</b>
<b>Transactions with owners</b>								
Dividend distribution							-14,447	-14,447
Hybrid bond interest	2.6						-2,625	-2,625
Purchase of own shares	2.6						-302	-302
Share-based incentive plan							429	429
<b>Total transactions with owners</b>							<b>-16,945</b>	<b>-16,945</b>
<b>Equity December 31, 2023</b>		<b>17,692</b>	<b>4,351</b>	<b>16,434</b>	<b>30,000</b>	<b>-13,851</b>	<b>85,861</b>	<b>140,487</b>
<b>Equity January 1, 2022</b>								
		<b>17,692</b>	<b>4,351</b>	<b>16,474</b>	<b>20,000</b>	<b>-24,786</b>	<b>95,658</b>	<b>129,389</b>
<b>Comprehensive income</b>								
Profit for the period							20,687	20,687
Other comprehensive income, net of taxes								
Translation differences				-2		-1,209		-1,211
<b>Total comprehensive income</b>				<b>-2</b>		<b>-1,209</b>	<b>20,687</b>	<b>19,476</b>
<b>Transactions with owners</b>								
Dividend distribution							-14,109	-14,109
Hybrid bond	2.6				10,000			10,000
Hybrid bond interest and transaction costs	2.6						-2,223	-2,223
Share-based incentive plan							1,152	1,152
<b>Total transactions with owners</b>					<b>10,000</b>		<b>-15,180</b>	<b>-5,180</b>
<b>Equity December 31, 2022</b>		<b>17,692</b>	<b>4,351</b>	<b>16,472</b>	<b>30,000</b>	<b>-25,995</b>	<b>101,165</b>	<b>143,685</b>

# Notes to the consolidated financial statements

## 1 ASPO DEVELOPS BUSINESSES RESPONSIBLY IN THE LONG TERM

### STRUCTURE OF THE FINANCIAL STATEMENTS

Aspo's consolidated financial statements are divided into five sections. This section (Aspo develops businesses responsibly in the long term) provides information about Aspo, its tasks and purpose, as well as the Group structure, including acquisitions and divestments.

This section also describes the accounting principles of the financial statements and summarizes the changes in them during 2023. The accounting principles as well as the accounting estimates and management's judgement are presented in the notes with the related financial statements line item. The financial statements have been divided into themes and grouped so that they highlight first factors that are the most significant for Aspo and after that present Aspo Group's operations and special characteristics in structured format.

#### ACCOUNTING PRINCIPLES

Accounting principles are presented as part of the note to which they relate to. Accounting principles are marked with blue background color in each note.

#### ESTIMATES AND MANAGEMENT'S JUDGEMENT

The estimates and management's judgement are presented as part of the note in which the estimated financial statements item in question is discussed. Estimates and management's judgement are marked with white background color in each note.

### INFORMATION OF THE COMPANY AND OF THE FINANCIAL STATEMENTS

Aspo creates value by owning and developing its businesses responsibly in the long term. Aspo aims to achieve sustainable long-term growth by re-investing earned profits in profitable investment objects and by taking steps towards a compounder profile. Aspo enables growth for the businesses it owns and aims to improve their profitability and earnings by developing them and ensuring steady cash flows. The aim is to take on an even more active role in mergers, acquisitions, and other restructuring activities as well as in growth investments in the owned businesses. Aspo focuses especially on B-to-B industrial services, and its key clusters include logistics and trade. Aspo Group's core purpose is to contribute to the development of the financial results of the businesses it owns, increase the shareholder value, and maintain the dividend payment ability that is expected from it.

The Group's parent company is Aspo Plc and its Business ID is 1547798-7. Aspo Plc is a Finnish public Corporation, and its shares are listed on Nasdaq Helsinki Ltd. The parent company is domiciled in Helsinki, and its registered address is Keilaranta 17, 02150 Espoo, Finland, where also a copy of the consolidated financial statements is available.

In its meeting on February 15, 2024, Aspo Plc's Board of Directors approved these consolidated financial statements for issue. Pursuant to the Finnish Companies Act, the shareholders decide of the adoption of the consolidated financial statements at the Annual Shareholders' Meeting.

### BASIS OF PREPARATION

Aspo Plc's consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU, and by applying the standards and interpretations valid on December 31, 2023. The notes to the consolidated financial statements are complemented with requirements of Finnish Accounting Standards and company law.

The figures in the consolidated financial statements are presented in thousands of euros and are based on the original cost of transactions unless otherwise stated in the accounting principles. Figures from the comparative period 2022 are presented in brackets.

### SIGNIFICANT CHANGES IN FINANCIAL REPORTING IN 2023

There were no significant changes in the accounting principles of Aspo in 2023. The standard amendments adopted in the financial period are described in note 5.7 Changes in IFRS standards.

To provide a more transparent and clear view of its businesses and financial results, Aspo established a new reportable segment called Non-core businesses in the beginning of year 2023. The Non-core businesses segment includes Telko Russia and Belarus as well as Kauko GmbH previously reported in the Telko segment, Leipurin Russia, Belarus and Kazakhstan previ-

ously reported in the Leipurin segment as well as ESL Shipping Russia previously reported in the ESL Shipping segment. The Non-core businesses segment was established to separate the results of the non-core businesses of Aspo from the results of the continuing businesses. All the entities in the segment have during 2023 been either held for sale or in the process of being closed down. Due to this the Non-core businesses segment has been reported as a discontinued operation. The comparative figures for the Aspo Group and all segments impacted by this financial reporting restructuring have been restated. During year 2023 some of the entities in the Non-core businesses segment were sold and the consolidation of the other entities in Aspo Group was discontinued. Thus, after the year 2023 the Non-core businesses segment does not include any entities to be consolidated into Aspo Group anymore. More information about the Non-core businesses segment can be found in notes 1.1 Group structure and 1.3 Discontinued operations.

### ACCOUNTING ESTIMATES AND MANAGEMENT JUDGEMENT

Management exercises judgement when applying the accounting principles. In addition, accounting estimates are used in the preparation of the financial statements. Changes in the factors that form the basis of the estimates may cause that the final outcome significantly deviates from the estimates used when preparing the consolidated financial statements.

When preparing the consolidated financial statements, the effects of climate change have been assessed, especially with regard to matters requiring judgment and estimates by the management, as well as the presentation of notes information. Aspo has completed a climate risk assessment, which has taken into account different climate scenarios, changes in conditions and the resulting risks in the medium-term climate scenarios of the IPCC. Aspo has estimated that

climate change will not have an impact on the management judgements or estimates used in the short or medium term.

The table below provides an overview of the areas involving a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted if estimates and assumptions turn out to be incorrect. Detailed information about each of these estimates and management's judgement is included in the notes of each affected financial statement line item together with information about the basis of preparation.

In 2023, the estimates were still affected by Russia's invasion in Ukraine, which has had a significant impact on Aspo Group's operations and especially on the valuation and consolidation of the eastern businesses.

### SIGNIFICANT ESTIMATES AND DECISIONS BASED ON JUDGEMENT

Item	Estimate	Judgement	Note
Discontinued operations	Valuation and consolidation of businesses reported as discontinued operations	Yes	1.3
Lease liabilities and leased assets	Determination of the lease term and determination of the lease component for time-chartered vessels	Yes	2.5
Tangible and intangible assets	Determination of the useful life, residual value and fair value in business combinations	Yes	4.1, 4.2
Goodwill and brands	Assumptions made in the value in use calculations	No	4.3
Inventories	Valuation of inventories	Yes	4.4
Accounts receivable	Valuation of accounts receivable	Yes	4.5
Deferred tax assets	Recognition and recoverability of deferred tax asset	No	4.8



## 1.1 Group structure

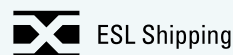


Aspo's businesses – ESL Shipping, Telko and Leipurin – are strong corporate brands in the trade and logistics sectors, and they aim for the leading position in their respective markets. They are responsible for their own operations and customer relationships, as well as for developing these. Aspo has a 100% ownership in all its subsidiaries in the reporting period and in the previous financial year.

Aspo signed in 2023 financial year an agreement with OP Finland Infrastructure LP regarding an investment of EUR 30 million into Aspo's subsidiary ESL Shipping. In February 2024, Varma decided to co-invest EUR 15 million alongside OP Finland Infrastructure. The combined investment corresponds to a 21.43% ownership stake in ESL Shipping. This will accelerate ESL Shipping's ambition to lead the green transition in sea transportation in the Baltic Sea area, enable the company to take advantage of its strong market position and benefit from market growth. The closing of the transactions is expected to take place by the end of February 2024.

The companies listed below belong to the Non-core businesses segment and continue to exist, but their consolidation into Aspo Group has ended. The consolidation of FLLC Telko into the Group ended on August 31, 2023, when the company was placed into liquidation and its operations ceased. Kauko GmbH has also been placed into liquidation, and the operations of ESL Shipping Russia LLC have ceased. These two companies were consolidated into Aspo Group until October 31, 2023. Other companies in the Non-core businesses segment were consolidated into Aspo Group until December 31, 2023, when control over these companies was deemed to have ceased.

### GROUP COMPANIES



Company	Domicile
Aspo Plc, parent company	FI
Aspo Services Ltd	FI
Suhi-Suomalainen Hiili Oy	FI

Company	Domicile
<b>ESL Shipping</b>	
ESL Shipping Ltd	FI
Oy AtoBatC Shipping Ab	FI
Oy Bomanship Ab	FI
AtoBatC Shipping AB	SE
Bothnia Bulk AB	SE
AtoBatC Shipping Cyprus Ltd	CY



Company	Domicile
<b>Telko</b>	
Telko Ltd	FI
Rauma Terminal Services Oy	FI
Oy Troili Ab	FI
Telko Sweden AB	SE
Telko Norway AS	NO
Telko Denmark A/S	DK
Telko Estonia OÜ	EE
Telko Latvia SIA	LV
Telko UAB	LT
Telko-Poland Sp. z o.o.	PL
Troili Poland Sp. z o.o.	PL
Eltrex Sp. z o.o.	PL
Eltrex Partnership	PL
LLC Telko	UA
Telko Caucasus LLC	AZ
LLC Telko Central Asia	KZ
Telko Solution LLC	UZ
Telko Romania SRL	RO
Telko Shanghai Ltd.	CN



Company	Domicile
<b>Leipurin</b>	
Leipurin Plc	FI
Leipurien Tukku Oy	FI
LT HC One Oy	FI
LT HC Two Oy	FI
Kobia AB	SE
Leipurin Estonia AS	EE
SIA Leipurin	LV
UAB Leipurin	LT
LLC Leipurin	UA

Company	Domicile
<b>Non-core businesses</b>	
FLLC Telko	BY
Kauko GmbH	DE
ESL Shipping Russia LLC	RU
OOO Leipurien Tukku	RU
OOO NPK Leipurin	RU
FLLC Leipurin	BY
TOO Leipurin	KZ

### ASSOCIATED COMPANIES

Aspo Group has two associated companies, Auriga KG and Norma KG. More information about the associated companies can be found in Note 3.3 Associated companies.

**CONSOLIDATION**

The consolidated financial statements include the parent company Aspo Plc and all its subsidiaries. Subsidiaries are entities over which the Group has control. The prerequisite for control is that the parent company has power over the investee, is exposed to the variable return of the investee, and is able to affect the amount of return it receives. Subsidiaries are fully consolidated from the date on which control is transferred to the Group and deconsolidated from the date that control ceases.

Associates are entities in which the Group has 20–50 percentage of the voting rights and at least a 20-percentage shareholding, or over which the Group otherwise has significant influence.

Intra-group transactions, receivables and liabilities and intra-group profit distribution have been eliminated when preparing the consolidated financial statements. In addition, unrealized gains on transactions within the Group are eliminated. Unrealized gains on transactions between the Group and its associates are eliminated in proportion to the Group's ownership share.

**FOREIGN SUBSIDIARIES**

The results and financial position of Group entities are measured in the primary currency of the unit's economic environment ("functional currency"). The consolidated financial statements are presented in euro, which is the parent company's functional and presentation currency.

In the consolidated financial statements, the income statement items of foreign subsidiaries are translated into euro by using the average exchange rates of the financial year. Balance sheet items are translated into euro by using the exchange rates at the reporting date. Translation differences are presented as a separate item under equity. When an interest in a subsidiary is divested in its entirety or partially so that control is lost, the accumulated translation differences are reclassified to the statement of comprehensive income as part of the sales gain or loss.

## 1.2 Acquisitions and divestments

### ACQUISITIONS

#### Acquisitions in 2023

##### Acquisition of Eltrex

On 31 January 2023, Telko acquired Eltrex, a Polish distributor of specialty chemicals and industrial packaging materials, with net sales of approximately EUR 8 million and operating profit slightly less than EUR 1.0 million in 2022.

The estimated total consideration of EUR 5.0 million will be paid fully in cash, and EUR 3.9 million has been paid in 2023. The rest of the consideration will be paid in the years 2024 and 2025 based on the earn-out clause of the purchase agreement. The assets and liabilities of the acquired company were measured at fair value on the acquisition date. A fair value adjustment of EUR 3.1 million was made on intangible assets based on customer relationships, non-compete clauses and trademarks, and the fair value adjustment relating to inventories was EUR 0.1 million. The deferred tax liability arising from the fair value adjustments was EUR 0.6 million. The carrying amount of the other acquired assets and liabilities corresponded to their fair values. A goodwill balance of EUR 1.4 million was recognized from the acquisition. The acquisition-related costs of approximately EUR 0.4 million were recognized in the Telko segment's other operating expenses.

The contingent consideration for the Eltrex acquisition is based on the operating profit of the acquired company in 2023 and 2024. The book value of the contingent consideration at the reporting date is EUR 1.3 million and it is based on Eltrex's operating profit for the year 2023 and an estimate of the operating profit in the fiscal year 2024. The range of the contingent consideration is EUR 1.2 to 2.2 million. The lower edge of the range is an estimate, and the upper edge is based on the agreement.

### ACQUISITION CALCULATION OF ELTREX

1,000 EUR	2023
<b>Consideration</b>	
Paid in cash	5,027
<b>Total consideration</b>	<b>5,027</b>
<b>Assets acquired and liabilities assumed, fair value</b>	<b>Fair value</b>
Intangible assets	3,386
Tangible assets	19
Leased assets	576
Inventories	1,383
Accounts receivable and other receivables	1,124
Cash and cash equivalents	14
<b>Total assets</b>	<b>6,502</b>
Interest bearing liabilities	1,239
Accounts payable and other liabilities	1,018
Deferred tax liability	630
<b>Total liabilities</b>	<b>2,887</b>
<b>Net assets acquired</b>	<b>3,615</b>
Goodwill	1,412
<b>Total</b>	<b>5,027</b>
Acquisition-related costs	354

## Acquisitions in 2022

### Acquisition of Kobia AB

Leipurin acquired the entire share capital of the Swedish distributor in the bakery industry Kobia AB from the Swedish Abdon Group on September 1, 2022. The acquisition expanded Leipurin's geographical presence in the Northern European market and strengthened its position as a leading player in the Baltic Sea region. The new entity provides suppliers with a compelling gateway to the region's market. Customers in the bakery and food industry will benefit from a strong partner in the global raw material market. Kobia AB forms Leipurin's business unit Sweden established in 2022. The annual net sales of Kobia amount to approximately EUR 50 million. The acquisition of Kobia AB also included the properties owned by Kobia. These properties were sold and leased back during 2023, more information on this can be found in notes 2.5 Leases and 3.2 Other operating income.

The acquisition consideration of Kobia AB was EUR 15.7 million and it was paid fully in cash in 2022. The assets and liabilities of the acquired company were measured at fair value on the acquisition date. A fair value allocation of EUR 9.7 million was made on the properties, a fair value allocation of EUR 0.4 million was made on the intangible assets based on customer relationships, and the fair value adjustment relating to inventories was EUR 0.5 million. The deferred tax liability arising from the fair value adjustments was EUR 2.2 million. The carrying amount of the other acquired assets and liabilities were deemed to correspond to their fair values. A goodwill balance of EUR 0.1 million resulted from the acquisition. The acquisition-related costs of approximately EUR 1.0 million were recognized in the Leipurin segment's other operating expenses.

### Acquisition of Johan Steenks

Telko completed the acquisition of the business operations of the Norwegian company Johan Steenks AS on October 3, 2022. Johan Steenks is a distributor of technical plastic raw materials and additives for plastics, and it has an established customer base in the Norwegian markets and a number of well-known principals. The company's annual net sales are approximately EUR 5 million. The acquisition had no significant impact on Telko's net sales or results in year 2022. The acquisition consideration was approximately EUR 2.0 million, of which EUR 0.7 million were allocated to inventories and the remaining EUR 1.3 million were recognized as an increase in goodwill. The cash flow from the acquisition in 2022 was EUR -1.9 million.

## ACQUISITION CALCULATION OF KOBIA

1,000 EUR	2022
<b>Consideration</b>	
Paid in cash	15,708
<b>Total consideration</b>	<b>15,708</b>
<b>Recognized amounts of identifiable assets acquired and liabilities assumed</b>	<b>Fair value</b>
Intangible assets	806
Tangible assets	13,579
Leased assets	295
Inventories	4,822
Accounts receivable and other receivables	4,958
Cash and cash equivalents	7
<b>Total assets</b>	<b>24,467</b>
Interest-bearing liabilities	1,245
Accounts payable and other liabilities	5,328
Deferred tax liabilities	2,280
<b>Total liabilities</b>	<b>8,853</b>
<b>Net assets acquired</b>	<b>15,614</b>
Goodwill	94
<b>Total</b>	<b>15,708</b>
Acquisition-related costs	1,043

## DIVESTMENTS

Leipurin Oyj reported in the Leipurin segment sold its bakery equipment trading business to Orat Oy in December 2023. Orat Oy is a Finnish family business specializing in import of machinery, accessories and raw materials used in the food industry and is part of Oy Transmeri Group Ab group. Leipurin bakery equipment trading business serves Finnish bakeries and other food industry companies with production equipment as well related services and spare parts. The transaction price was approximately EUR 0.4 million including the business and related inventory. In 2022, bakery equipment trading business's net sales amounted to EUR 2 million. The transaction will not have a significant impact on Aspo's earnings. The gain on sale of the bakery equipment trading business was EUR 0.2 million.

## OTHER RESTRUCTURING

### Financial year 2023

In the ESL Shipping segment, Norra Skeppnings Gruppen AB was merged with its parent company AtoBatC Shipping AB.

In the Telko segment, Telko Middle East Co. a company in Iran was closed down in April 2023.

In the Non-core businesses segment, OOO Telko, a company in Russia, was sold on May 10, 2023, to GK Himik, which is a Russian industrial operator. The consolidation of FLLC Telko into the Group ended on August 31, 2023, when the company was placed into liquidation and its operations ceased. Kauko GmbH has been placed in voluntary liquidation, and the operations of ESL Shipping Russia LLC have ceased. These two companies were consolidated into Aspo Group until October 31, 2023. OOO Leipurien Tukku, OOO NPK Leipurin, FLLC Leipurin and TOO Leipurin were consolidated into Aspo Group until December 31, 2023, when control over these companies was deemed to have ceased.

### Financial year 2022

In the ESL Shipping segment, the operations of Norra Skeppnings Gruppen AB were divested on December 1, 2022.

In the Telko segment Mentum AS was merged into its parent company Telko Estonia OÜ. Before the merger, Mentum's branches in Latvia and Lithuania were sold through intragroup transactions to Telko UAB in Lithuania and Telko SIA in Latvia.

Leipurin Plc sold Vulganus Oy to KÖNIG Maschinen GmbH on June 30, 2022. In addition, Leipurin Plc acquired two dormant companies LT HC One Oy and LT HC Two Oy for the purposes of corporate restructuring in eastern markets.

Kauko Oy was sold to Finnish Signal Partners Oy on October 31, 2022. Kauko GmbH is in the process of being dissolved, and its operations have been discontinued.

## BUSINESS COMBINATIONS

The acquisition method of accounting is used to account for business combinations. The consideration and the acquired company's assets and liabilities are measured at fair value at the acquisition date. Acquisition-related costs are recognized as expenses. Any contingent consideration is measured at fair value at the acquisition date and classified either as a liability or

equity. A contingent consideration classified as a liability is measured at fair value at each consequent reporting date, and the resulting gain or loss is recognized in profit and loss. The contingent consideration classified as equity is not re-measured. The amount by which the consideration exceeds the net fair value of the acquired identifiable assets, liabilities and contingent liabilities is recognized as goodwill.

## 1.3 Discontinued operations

Following the Russian invasion in Ukraine in February 2022, Aspo started to seek strategic options for restructuring its business operations in Russia and its nearby areas. At the beginning of 2023, Aspo established a new reportable segment: Non-core businesses. The Non-core businesses segment consists of the following: Telko's operations in Russia and Belarus, as well as Kauko GmbH, which were previously reported in the Telko segment; Leipurin's operations in Russia, Belarus and Kazakhstan, which were previously reported the Leipurin segment; and ESL Shipping's operations in Russia, which were previously reported in the ESL Shipping segment.

The Non-core businesses segment has been classified as a discontinued operation in accordance with IFRS 5. The Non-core businesses segment was established to separate the result of Aspo's non-core operations from the result of the continuing operations. The result and balance sheet of discontinued operations are reported separately from the figures for Aspo Group's continuing operations. In the statement of comprehensive income, the figures for the comparison periods have been restated. In the comparative period 2022, the result of the discontinued operations also includes the figures of Kauko Oy, which was divested on October 31, 2022.

Telko's subsidiary in Russia was sold in April 2023. The efforts to sell Leipurin's eastern business operations have been unsuccessful and a decision to deconsolidate the eastern operations of Leipurin from Aspo Group was made. The ESL Shipping segment's business operations in the Russian market ended in the summer of 2022. After 2023, the Non-core businesses segment has no companies that are consolidated into Aspo Group.

### PROFIT FROM DISCONTINUED OPERATIONS

1,000 EUR	2023	2022
Net sales	16,620	91,927
Other operating income	21	304
Materials and services	-14,427	-77,588
Employee benefit expenses	-2,149	-7,136
Depreciation, amortization and impairment losses	-39	-3,165
Depreciation, leased assets	-244	-1,504
Other operating expenses	-15,887	-10,052
<b>Operating profit</b>	<b>-16,105</b>	-7,214
Financial income and expenses	1,750	-396
<b>Profit before taxes</b>	<b>-14,355</b>	-7,610
Income taxes	-259	-2,503
<b>Result for the period</b>	<b>-14,614</b>	-10,113

### NET CASH FLOWS OF DISCONTINUED OPERATIONS

1,000 EUR	2023	2022
Net cash inflow from operating activities	610	20,712
Net cash inflow/outflow(-) from investing activities	-7,842	-967
Net cash inflow/outflow(-) from financing activities	-366	-2,094
<b>Net change in cash generated by the discontinued operation</b>	<b>-7,598</b>	17,651

Net cash flows of discontinued operations consist of discontinued operations' share of Aspo Group's cash flows.

The cash flow from the sale of Telko's subsidiary in Russia was EUR -4.4 million, and it is presented in the cash flow from investing activities. The cash received as purchase consideration was EUR 5.7 million and the divested company's cash and cash equivalents amounted to EUR 10.1 million. The cash impact of the deconsolidation of the other entities in the Non-core businesses segment amounted to EUR -3.4 million in 2023.

In 2022, the cash flow from the divestment of Kauko Oy EUR -1.0 million is included in the cash flow from investing activities. The cost to sell Kauko of EUR -0.4 million is presented in the cash flow from operating activities. The cash flow from financing mainly consisted of repayments of Kauko Oy's interest-bearing loans in 2022.

### DISCONTINUED OPERATION 2023

The sale of Telko's subsidiary in Russia was completed in the second quarter. The company was sold to GK Himik, which is a Russian industrial operator. The sales price was EUR 5.7 million. The loss from the sale amounted to EUR -8.1 million, including EUR -10.2 million in accumulated translation differences, which were reclassified from the translation difference reserve through profit or loss to other operating expenses as part of the sales loss. The transaction costs were EUR -0.6 million.

The operations of Telko's subsidiary in Belarus were discontinued, and its consolidation into Aspo Group ended on August 31, 2023. The company is currently in liquidation. The loss recognized in the consolidated financial statements because of the deconsolidated was EUR -0.8 million and included EUR -1.0 million in accumulated translation differences, which were reclassified from the translation difference reserve through profit or loss to other operating expenses.

At the beginning of 2023, Leipurin signed a binding preliminary agreement to sell all shares in its subsidiaries in Russia, Belarus and Kazakhstan to Timur Akhiyarov. The Russian-born Akhiyarov would invest in Leipurin's operations in eastern markets as a private investor. However, the completion of the transaction required the approval of the local authorities, which was not obtained, and which involves significant uncertainty as the sales process drags on. For this reason, Aspo concluded at the end of 2023 that it had lost control over Leipurin's eastern companies and their variable returns and decided to end the consolidation of Leipurin's subsidiaries in Russia, Belarus and Kazakhstan into Aspo Group on December 31, 2023. Following the deconsolidation, the assets and liabilities of Leipurin's eastern business operations have been derecognized. The loss recognized as a result of the deconsolidation was EUR -5.8 million and included EUR -3.7 million in accumulated translation differences, which were reclassified from the translation difference reserve in equity through profit or loss to other operating expenses.

## LOSS ON LOSS OF CONTROL 2023

1,000 EUR	2023
<b>Telko Russia divestment</b>	
Gain on sale	2,363
Reclassification of cumulative translation differences	-10,464
<b>Loss on sale, total</b>	<b>-8,101</b>
<b>Leipurin Russia loss of control</b>	
Loss on loss of control	-1,611
Reclassification of cumulative translation differences	-3,725
<b>Loss on loss of control, total</b>	<b>-5,336</b>
<b>Loss of control of other eastern operations</b>	
Loss on loss of control	-86
Reclassification of cumulative translation differences	-985
<b>Loss on loss of control, total</b>	<b>-1,071</b>
<b>Total</b>	
Gain on sale	2,363
Loss on loss of control	-1,697
Reclassification of cumulative translation differences	-15,174
<b>Loss on loss of control, total</b>	<b>-14,508</b>

The loss caused by the loss of control in 2023 mainly consisted of the reclassification of translation differences, as substantial impairment losses had been recognized on the assets of the companies in question already in 2022.

## DISCONTINUED OPERATION 2022

The Kauko operating segment was classified as a discontinued operation in December 2021 as it was no longer part of Aspo's core businesses, and, over the years, it had become fairly small in size compared to Aspo's other businesses. Kauko is a specialist in applications, devices and services for demanding work environments in mobile knowledge work. Kauko Oy was sold to Signal Partners Oy on October 31, 2022 and its subsidiary Kauko GmbH is in voluntary liquidation.

In 2022 the profit from discontinued operations includes the Non-core business segment and the income and expenses of Kauko operating segment, insofar as they are considered to transfer outside Aspo Group in conjunction with the divestment. Therefore, the profit from discontinued operations does not include all internal administrative charges of Aspo Group allocated to Kauko operating segment. As a result, the profit from discontinued operations in 2022 is EUR 0.3 million higher than the Kauko operating segment's profit. An impairment loss of EUR -1.3 million was recognized on Kauko's goodwill in June 2022 when it became obvious that the fair value of Kauko operating segment is lower than its carrying value. More information about goodwill impairment testing is available in Note 4.3 Goodwill impairment testing. The sales loss recognized in conjunction with sale of Kauko Oy's shares was EUR -1.2 million.

In the 2022 financial statements, Telko's companies in Russia and Belarus and Leipurin's companies in Russia, Belarus and Kazakhstan were classified as disposal groups classified as held for sale. In connection with the classification as held for sale, the net assets of the eastern operations were recognized at fair value less cost to sell, being lower than the carrying amount for each company. Part of each operating segment's goodwill was also allocated to the companies in proportion to the fair values. In conjunction with the classification as held for sale, impairment losses were recognized on the companies' net assets and goodwill. At the beginning of 2023, the eastern business operations were transferred to the Non-core businesses segment, and are reported as discontinued operations in these financial statements. The income statement for the comparative period has been restated to reflect the presentation method applied to the reporting period. The balance sheet items of the comparative period have not been restated.

## IMPAIRMENT LOSSES RECOGNIZED IN THE RESULT OF DISCONTINUED OPERATIONS IN 2022

1,000 EUR	2022
Impairment losses, tangible and intangible assets	-1,668
Impairment losses, leased assets	-883
Materials and services	-7,219
Other operating expenses	-4,514
Income taxes	-256
<b>Total</b>	<b>-14,540</b>

Impairment losses in 2022 are included in the result of discontinued operations and are allocated to the financial statement line items presented above.

## ■ IMPAIRMENT LOSSES IN BALANCE SHEET

1,000 EUR	Telko	Leipurin	Total
Goodwill	389	979	1,368
Intangible assets		3	3
Tangible assets	205	92	297
Leased assets	789	94	883
Deferred tax assets	22	234	256
Inventories	4,834	2,385	7,219
Accounts receivable	135	1,323	1,458
Other receivables	970	69	1,039
Cash and cash equivalents	2,015	2	2,017
<b>Total</b>	<b>9,359</b>	<b>5,181</b>	<b>14,540</b>

The impairment losses recognized on the assets of the eastern business operations in 2022 were mainly related to inventories, accounts receivables, and cash and cash equivalents. In addition, impairment losses were recognized on goodwill. The impairment losses were related to the assets of the Telko and Leipurin segments, and the remaining assets and liabilities of the eastern business operations were transferred to assets and liabilities classified as held for sale.

## ■ ASSETS AND LIABILITIES CLASSIFIED AS HELD FOR SALE

1,000 EUR	2022
Other assets held for sale	12,414
Liabilities directly associated with assets classified as held for sale	3,907

In 2022, the assets and liabilities classified as held for sale included the assets and liabilities of the eastern business operations classified as held for sale. The assets classified as held for sale mainly consisted of cash and cash equivalents, and the Russian cash and cash equivalents were restricted cash in accordance with IAS 7. The impact of the exclusion of the eastern business operations on Aspo Group's balance sheet in 2023 was EUR 6.7 million in terms of assets, with EUR 5.7 million arising from the sale of Telko Russia, and EUR 3.9 million in terms of liabilities.

On the balance sheet, the assets and liabilities of the companies classified as held for sale are reported under "Assets held for sale" and liabilities under "Liabilities directly associated with assets classified as held for sale". The reporting of balance sheet items on separate rows starts at the time of classification, therefore the figures of the comparative period have not been restated. The classification includes the share of the assets and liabilities of Aspo Group that belong to the companies held for sale, excluding internal assets and liabilities that have been eliminated in consolidation.

## ACCOUNTING ESTIMATES AND MANAGEMENT JUDGEMENT

Because of the prevailing circumstances, Aspo has concluded that its control over Leipurin's companies in Russia, Belarus and Kazakhstan has ceased. As a result, the consolidation of the companies into Aspo's consolidated financial statements ended on December 31, 2023. The decision to deconsolidate involves the management's judgement, as efforts continue to be made to sell the business operations, but there is considerable uncertainty about the completion of the transaction, and the likelihood of success is low.

In accordance with IFRS 10, the control over Leipurin's business operations in Russia has decreased substantially from the situation that prevailed before Russia's invasion in Ukraine. For the investor to have control over the investee under IFRS, it must have existing rights that provide it with the ability to direct relevant activities. In Leipurin's business operations in Russia, relevant activities include, for example, the following: selling and purchasing goods or services; managing financial assets; selecting, acquiring or disposing of assets; and determining a funding structure or obtaining funding. The decisions may also include selecting and rewarding the management or service providers.

In practice, Aspo no longer has the opportunity to direct business-related purchases and sales. In addition, cross-border trade is not possible, not even within the Group, because of obstacles to the flow of goods or financial transactions. Business continuity is not certain, and the local management is partly self-directed despite the fact that Aspo's senior management discusses the situation with them as regularly as possible. It may be illegal to send business accounting figures from Russia to an "unfriendly country."

In practice, the management of the financial assets of Russian companies is in the hands of the local man-

agement. Bank connections and signature rights are local, so they cannot be managed from Finland. Raising of financing is also the responsibility of the local management, and Aspo's CFO no longer decides on the banks to be used or on the capital structure or lending.

Aspo has neither the means nor the decision-making power to repatriate funds. Only a small portion of profits can be repatriated within a strictly regulated framework as dividends. The payment of dividends is also limited by the strict rules of banks with regard to sanctions policy. In practice, new investments or decisions to open new businesses or close old ones cannot be made.

Because of the sales process and practical constraints of the business operations, decisions on the recruitment or dismissal of the local management cannot be made within the Group.

The efforts to sell the Leipurin businesses mentioned above have continued for a year and a half. One permit application has been rejected by the authorities, the availability of financing for the acquisition is poor, and the implementation of the related payment transactions is very uncertain. In the assessment of relevant activities, the long-term nature of the situation and the clear weakening of the signs of control are decisive, and Aspo considers that it is no longer in a position to consolidate Leipurin's companies in Russia, Belarus and Kazakhstan into the Group.

For the above reasons, the balance sheet values of the companies in question are measured at zero in Aspo Group, and the consolidation of the companies into the Group ended in accordance with IFRS 10 on December 31, 2023. In addition, the translation differences related to the companies have been reclassified from equity through profit or loss.



**DISCONTINUED OPERATIONS AND DISPOSAL GROUPS CLASSIFIED AS HELD FOR SALE**

Non-current assets or disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell.

The assets of a disposal group classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the balance sheet. The reporting of balance sheet items on separate rows starts at the time of classification. Non-current assets are not depre-

ciated or amortized while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognized.

A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale, that represents a separate major line of business or geographical area of operations, and that is part of a single coordinated plan to dispose of such a line of business or area of operations. The results of discontinued operations are presented separately in the consolidated statement of comprehensive income. The comparative period's figures in the consolidated statement of comprehensive income are restated.

## 2 CAPITAL STRUCTURE

Aspo's definition of capital includes all equity items, including the hybrid bond. The objective of the Group is to achieve a capital structure, with which Aspo Group can ensure the operational framework for short- and long-term operations, and a sufficient return on equity. The main factors affecting the capital structure are potential restructuring activities, Aspo Plc's dividend policy, the vessel investments of ESL Shipping and the profitability of the subsidiaries' business operations. The principles of capital management are explained in note 5.1 Financial risks and financial risk management.

### ASPO'S CAPITAL

1,000 EUR	2023	2022
<b>Total equity</b>	<b>140,487</b>	143,685
Loans and overdraft facilities	<b>172,439</b>	172,126
Lease liabilities	<b>23,460</b>	16,287
Liabilities held for sale and other liabilities		854
<b>Interest-bearing liabilities, total</b>	<b>195,899</b>	189,267
<b>Equity and interest-bearing liabilities, total</b>	<b>336,386</b>	332,952
Interest-bearing liabilities, total	<b>195,899</b>	189,267
- Cash and cash equivalents	<b>30,683</b>	21,727
- Cash and cash equivalents held for sale		11,847
<b>Net debt</b>	<b>165,216</b>	155,693
<b>Gearing, %</b>	<b>117.6%</b>	108.4%
Total equity	<b>140,487</b>	143,685
Equity and liabilities, total	<b>409,709</b>	415,910
Advances received	<b>1,531</b>	1,481
<b>Equity ratio, %</b>	<b>34.4%</b>	34.7%

Net interest-bearing debt was EUR 165.2 (155.7) million and gearing was 117.6% (108.4%). The Group's equity ratio at the end of year was 34.4% (34.7%). Net debt is calculated by deducting cash and cash equivalents from interest bearing liabilities. Calculation principles for key figures are presented on the last page of the Management report. The net debt increase is primary a consequence of the Green Coaster investments and the Eastern exits. The main reason for the increase in lease liabilities is the sale and leaseback transactions of Kobia AB, a Swedish company reported in the Leipurin segment, of which more information is provided in Note 2.5 Leases.

### CASH FLOW

The Group's net cash flow from operating activities was EUR 47.6 (67.7) million. The cash flow impact of change in working capital was EUR 4.5 (-6.7) million. The positive cash impact was caused by a decrease in inventories driven by a decline in market prices and proactive operational management actions, especially in the Telko segment.

In 2022 the increase in working capital mainly came from the advance payments for the vessels to be built to the ESL Shipping segment's vessel pool and the customer receivables accumulated through high sales at the end of the year. This was partly compensated by the Telko segment's working capital, which improved towards the year end.

The free cash flow is an important indicator for Aspo, as it represents cash flows generated from business operations after investments. Therefore, the free cash flow has an impact on the Group's debt repayment and dividend distribution abilities, as well as liquidity.

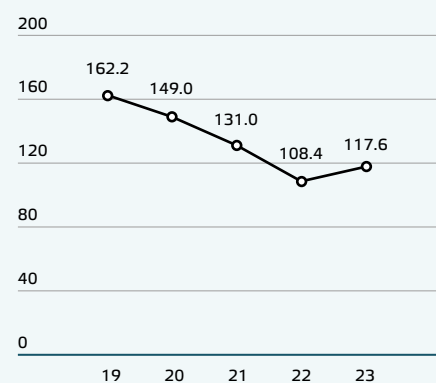
### FREE CASH FLOW

1,000 EUR	2023	2022
Net cash from operating activities	<b>47,611</b>	67,671
Net cash used in investing activities	<b>-20,286</b>	-33,296
<b>Free cash flow</b>	<b>27,325</b>	34,375

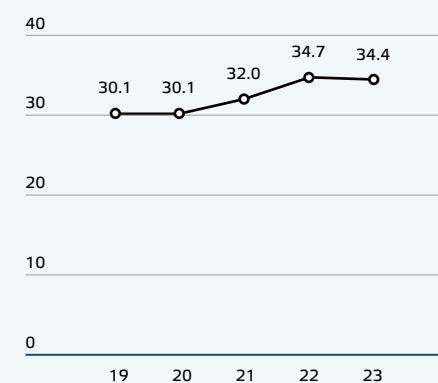
The free cash flow was EUR 27.3 (34.4) million. Investments amounted to EUR 21.8 (17.8) million and consisted mainly of the ESL Shipping segment's green coaster advance payments. The other items reported in cash flows used in investing activities included EUR 3.9 million cash outflow from the acquisitions of Eltrex, EUR 11.6 million cash inflow from the sale and leaseback of Leipurin's properties in Sweden and Lithuania, EUR 7.8 million negative cash impact of the loss of control of Telko's and Leipurin's subsidiaries in Russia and other eastern countries, EUR 0.5 million dividend cash inflow from associates, EUR 0.4 million cash inflow from the sale of Leipurin's bakery equipment trading business as well as other cash inflow of EUR 0.7 million.

In 2022 the cash flow from investing activities included in addition to investments EUR -17.9 million cash outflow on the acquisitions of Kobia, Mentum and Johan Steenks and a total of EUR 2.8 million in cash inflow from the sale of the vessel Espa and Vulcanus Oy.

### GEARING, %



### EQUITY RATIO, %



## 2.1 Financial assets and liabilities

Aspo Group's financial assets and liabilities are as follows:

### FINANCIAL ASSETS AND LIABILITIES

1,000 EUR	Note	2023	2022
<b>Financial assets</b>			
Measured at amortized cost			
Loan receivables		<b>1,336</b>	454
Accounts receivable and other receivables*		<b>48,784</b>	47,279
Cash and cash equivalents	2.2	<b>30,683</b>	21,727
Measured at fair value through profit and loss			
Other financial assets		<b>128</b>	128
<b>Financial assets, total</b>		<b>80,931</b>	69,588
<b>Financial liabilities</b>			
Measured at amortized cost			
Loans and overdraft facilities	2.3	<b>172,439</b>	172,126
Accounts payable and other liabilities*		<b>43,249</b>	42,951
Lease liabilities	2.5	<b>23,460</b>	16,287
Measured at fair value through other comprehensive income			
Derivatives	5.2	<b>-59</b>	
<b>Financial liabilities, total</b>		<b>239,089</b>	231,364

\*Comprises financial assets or financial liabilities included in the corresponding balance sheet item.

The Group's exposure to risks relating to financial instruments is described in Note 5.1 Financial risks and the management of financial risks. The maximum exposure for credit risk at the end of the financial year is the carrying amount of each class of financial asset.

### FINANCIAL ASSETS

Aspo classifies its financial assets based on its business model as follows: 1) measured at amortized cost, and 2) measured at fair value through profit and loss.

Accounts receivable and other receivables, as well as cash and cash equivalents, recognized at amortized cost are initially measured at fair value and subsequently at amortized cost. They are classified as current when they fall due within twelve months after the end of the reporting period. Cash and cash equivalents are always classified as current. The expected credit loss model applied for accounts receivable is described in Note 4.5 Accounts receivable and other receivables. This group includes loan receivables, whose cash flows consist of the payment of capital and interest, and that are planned to be held until the date of maturity. Loan receivables are recognized at amortized cost using the effective interest rate method. Transaction costs are included in the original acquisition cost. Credit loss risks associated with loan receivables are assessed on a customer-specific basis and, if required, the expected credit loss is considered when measuring receivables over the next 12 months or when the credit loss risk increases throughout the contractual period.

Financial assets measured at fair value through profit and loss include other non-current financial assets which include investments in unlisted shares. As no reliable market value is available, other non-current financial assets are measured at acquisition cost less any impairment losses.

Financial assets are derecognized when the Group has lost the contractual right to cash flows, or when it has materially moved risks and rewards outside the Group.

### FINANCIAL LIABILITIES

Aspo classifies its financial liabilities as follows: 1) measured at amortized cost, and 2) measured at fair value through other comprehensive income. In addition, the financial liabilities include lease liabilities, the accounting principles of which are described in Note 2.5 Leases.

Bank, pension, and bond loans recognized at amortized cost, as well as overdraft facilities in use, are initially recognized at fair value, net of transaction costs, after which they are measured at amortized cost using the effective interest rate method. The difference between the withdrawn amount net of transaction costs and the paid amount is recognized in the income statement during the estimated loan maturity period. The fair values of loans do not materially differ from their carrying amounts, because their interest rate is close to the market rate. The carrying amounts of accounts payable and other liabilities are expected to correspond to their fair values due to the short-term nature of these items. Aspo classifies the liability as non-current unless it falls due within a year.

Financial liabilities measured at fair value through other comprehensive income include derivatives in hedge accounting. They are measured at fair value through other comprehensive income.

### FAIR VALUES OF FINANCIAL ASSETS AND LIABILITIES

The Group classifies the determination methods of the fair values of financial assets and liabilities based on the fair value hierarchy. Financial assets and liabilities recognized at amortized cost are at level two in the hierarchy. Their fair values do not significantly differ from their carrying amount. The fair values of non-current loans have been calculated by discounting future cash flows and by considering Aspo's credit margin. Other non-current financial assets recognized at fair value through profit and loss are at level three in the hierarchy. Derivatives recognized at fair value through other comprehensive income are foreign currency forwards, and they are at level two in the fair value hierarchy.

#### FAIR VALUE HIERARCHY

Preparing the consolidated financial statements requires the measurement of fair values, for both financial and non-financial assets and liabilities. Group classifies the fair value measurement hierarchy as follows:

Level 1: The fair values of financial instruments are based on quoted prices on active markets. A market may be considered active when quoted prices are available on a regular basis and the prices represent the instrument's actual value in liquid trading.

Level 2: The financial instruments are not traded on active and liquid markets. The value of the financial instrument can be determined on verifiable market information and possibly partially based on derived determination of value. If the factors influencing the instrument's fair value are nevertheless available and verifiable, the instrument belongs to level two.

Level 3: The valuation of the financial instrument is not based on verifiable market information. Nor are other factors that affect the instrument's fair value available or verifiable.

## 2.2 Cash and cash equivalents

### CASH AND CASH EQUIVALENTS AND UNUTILIZED COMMITTED REVOLVING CREDIT FACILITIES

1,000 EUR	2023	2022
Cash and cash equivalents	<b>30,683</b>	21,727
Revolving credit facilities	<b>40,000</b>	40,000
<b>Total</b>	<b>70,683</b>	61,727

Cash and cash equivalents include cash funds, bank deposits and other highly liquid investments of no more than three months. At the end of the financial year, the Group's cash and cash equivalents were EUR 30.7 (21.7) million. In year 2022, the Group had in addition EUR 11,8 million of cash and cash equivalents classified as held for sale, for further information refer to Note 1.3 Discontinued operations. Committed revolving credit facilities, totaling EUR 40 million, were fully unused, as in the comparative period.

## 2.3 Loans

### LOANS AND OVERDRAFT FACILITIES IN USE

1,000 EUR	2023	2022
<b>Non-current</b>		
Loans	<b>138,547</b>	139,347
Bonds		14,954
	<b>138,547</b>	154,301
<b>Current</b>		
Loans	<b>18,905</b>	17,825
Bonds	<b>14,981</b>	
Overdraft facilities in use	<b>6</b>	
	<b>33,892</b>	17,825
<b>Total</b>		
Loans	<b>157,452</b>	157,172
Bonds	<b>14,981</b>	14,954
Overdraft facilities in use	<b>6</b>	
<b>Total</b>	<b>172,439</b>	172,126

In December, ESL Shipping Oy reported in ESL Shipping segment signed two loan agreements in total of EUR 37.6 million. The loan period for both loans is five years and they will be paid back in equal installments during the loan period. The loans were granted by OP Corporate Bank Plc and the loans were used to pay back existing loans of similar value.

In the reporting period Aspo signed a loan agreement of EUR 30 million for a three-year loan period extending the maturity of Aspo's loan portfolio. The loan was taken for general corporate purposes and for refinancing a loan of similar value. The loan will be paid back at the end of the loan period.

In 2022, AtoBatC Shipping AB signed an EUR 32.2 million loan agreement with Svenska Skeppshypotek. The loan's maturity is 15 years. The loan is withdrawn in parts in line with the financing need for the construction of Green Coasters. In December, when Electramar was delivered, AtoBatC Shipping AB withdrew EUR 8.1 million of the loan. At the end of 2022, the loan had not yet been withdrawn.

In 2022, a ten-year, EUR 20 million loan agreement was signed with the Nordic Investment Bank to finance ESL Shipping's investments in electric hybrid vessels.

In addition, in the 2022 fiscal year, Aspo Oyj restructured a bilateral bank loan of EUR 20 million, about to mature in 2023, with a new bilateral revolving credit facility which will mature in 2025. The loan agreement also includes two options for a one-year extension.

On September 25, 2019, Aspo Plc issued a EUR 15 million unsecured private placement bond as part of the group bond of EUR 40 million guaranteed by Garantia Insurance Company. The bond pays fixed interest rate and matures on September 25, 2024.

At the reporting date, Aspo Plc had a EUR 80 million domestic commercial paper program which were fully unused as in the comparative period.

Covenant terms and interest rate risk related to loans are disclosed in note 5.1 Financial risks and the management of financial risks.

## 2.4 Maturity

### LIQUIDITY AND REFINANCING RISK

The objective of Aspo Group is to ensure sufficient financing for operations in all situations and market conditions. In accordance with the treasury policy, the sources of financing are diversified among a sufficient number of counterparties and different loan instruments. The appropriate number of committed financing agreements and sufficient maturity ensure Aspo Group's current and near-future financing needs and decrease the refinancing risk relating to financing agreements.

The main financing source of Telko and Leipurin is the cash flow from their operations. ESL Shipping often also requires external financing in conjunction with investments due to the nature of its operations. Liquidity is ensured through cash and cash equivalents, and committed overdraft facilities, as well as revolving credit facilities granted by selected cooperation banks. The Group has adopted a Nordic multi-currency cash pool structure, which improves the efficiency of the Group's cash management and centralization of liquid funds. For loan covenants and interest rate risk refer to Note 5.1 Financial risks and the management of financial risks.

### MATURITY ANALYSIS

#### 2023

1,000 EUR	Carrying value Dec 31, 2023	Cash flow 2024	2025	2026	2027	2028–
Loans	-172,433	-33,904	-36,796	-43,590	-16,990	-41,172
Overdraft facilities in use	-6	-6				
Accounts payable and other liabilities	-43,249	-43,249				
Lease liabilities	-23,460	-15,729	-3,984	-2,137	-1,645	-1,164

#### 2022

1,000 EUR	Carrying value Dec 31, 2022	Cash flow 2023	2024	2025	2026	2027–
Loans	-172,126	-47,825	-57,047	-32,394	-9,187	-25,719
Accounts payable and other liabilities	-42,951	-42,951				
Lease liabilities	-16,287	-11,962	-2,791	-1,014	-385	-492

The maturity structure of loans was balanced, and the Group's refinancing risks were reduced during 2023 and 2022 by means of several bilateral loan arrangements.

Most lease payments fall due within five years and a significant proportion of vessel lease payments fall due in less than a year. However, with the lease period for vessels being a rolling 13 months, it is likely that the cash flows arising from leases will be substantially the same in 2025–2028 as in 2024.

AtoBatC Shipping AB's EUR 32.2 million loan agreement with Svenska Skeppshypotek is not fully included in the maturity analysis because only EUR 8.1 million of the loan has been withdrawn. The final loan repayment date is in 2038.

In 2022, Aspo issued a hybrid bond of EUR 30 million, which is classified as equity. The bond has no maturity, but the company is entitled to redeem it in June 2025 at the earliest.

## 2.5 Leases

The Group has customary, business related lease contracts, e.g. relating to offices, warehouses, vessels and cars. Part of the office equipment and software is also leased. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease term for vessels is in general approximately one year. Other rental agreement periods are typically less than five years.

### SALE AND LEASEBACK

In the 2023 financial year, Kobia AB, which is reported in the Leipurin segment, carried out three sale and leaseback transactions of its properties in Sweden. The lease period agreed for all the properties is five years. The properties came to the Group in connection with the acquisition of Kobia on September 1, 2022.

The Tyresö and Gothenburg properties were acquired by Revelop, a Swedish real estate investment company, and the Hässleholm property was acquired by the real estate investment company JS Fastigheter. The total sales price of the properties was approximately EUR 13.6 million. Aspo recognized a total sales gain of approximately EUR 0.5 million on these sale and leaseback transactions.

In addition, a sale and leaseback transaction of a warehouse and office property was carried out in the Leipurin segment in Kaunas, Lithuania, in the 2023 financial year. The buyer was an entrepreneur operating in the same industrial area in Kaunas. With this transaction and the lease agreement, Leipurin will continue its operations in Lithuania in the same premises. The lease period is two years. The sales price of the property was EUR 1.1 million, with a sales gain of EUR 0.9 million.

The consolidated balance sheet shows the following amounts relating to leases:

### LEASED ASSETS

1,000 EUR	2023	2022
Intangible assets	544	653
Land	745	765
Buildings	7,052	3,783
Machinery and equipment	2,044	1,700
Vessels	12,131	8,970
<b>Total</b>	<b>22,516</b>	15,871

### LEASE LIABILITIES

1,000 EUR	2023	2022
Non-current	8,331	4,559
Current	15,129	11,728
<b>Total</b>	<b>23,460</b>	16,287

At the end of the financial year the most significant leased assets were the vessels leased by ESL Shipping, and the office and warehouse premises used by the businesses. Towards the end of 2022 six time-chartered vessels of the smaller vessel category were redelivered to their owners as the charter agreements ended and as the price of an extended charter period became too high. The lease level of vessels was higher and the fleet grew slightly in 2023. The additions to the leased assets were EUR 21.9 (16.1) million during the financial year. The most significant cause of the increase in leased assets and lease liabilities are the sale and leaseback transactions of the Swedish Kobia AB, which is reported in the Leipurin segment. As a result of the transactions, leased assets are EUR 3.3 million higher and lease liabilities are EUR 3.8 million higher than in the comparative period. Maturity of lease liabilities is presented in Note 2.4 Maturity.

The consolidated statement of comprehensive income shows the following amounts relating to leases:

### AMOUNTS RECOGNIZED IN PROFIT AND LOSS

1,000 EUR	2023	2022
Depreciation and amortization, leased assets	-14,183	-15,191
Interest expenses	-631	-423
Expenses relating to short-term leases	-217	-46
Expenses relating to leases of low-value assets	-209	-219
<b>Expenses total</b>	<b>-15,240</b>	-15,879
Rental income from operating sub-leases	54	46
<b>Rental income total</b>	<b>54</b>	46

Depreciation and amortization of leased assets is presented in Note 3.7 Depreciation, amortization and impairment losses.

The lease payments relating to leased assets amounted to EUR 14.8 (15.7) million, of which EUR 0.6 (0.4) million were interest expenses. The total lease payments, also including the variable lease payments and rents for short-term and low-value asset leases amounted to EUR 15.7 (17.0) million.

At the end of the financial year, the Group was committed mainly to such future lease agreements that are designated to replace existing agreements, and the amount of which do not significantly depart from the agreements currently effective. The lease agreements do not include significant purchase options. Leased assets are not used as security for borrowing purposes.

## ACCOUNTING ESTIMATES AND MANAGEMENT JUDGEMENT

Lease accounting involves significant management estimates relating to the determination of the lease term and the lease components.

The most significant management judgement regarding the determination of the lease term relates to leased vessels, most of which, have been leased for a period of approximately one year. As a significant portion of the fleet is leased, it is likely that, the same or a similar vessel will be leased again at the end of the lease term. In case there is no intention to continue or renew the lease, the agreement will be treated as a fixed-term lease contract. If a vessel is leased for approximately one year, the lease term used to calculate the lease liability is 13 months (ongoing month + the next 12 months). This is because the agreements may be terminated after the fixed lease term and each month a new assessment is made on the probability to use the termination right. The need of vessels is planned over a 12-month planning period and the plan is adjusted each month as deemed necessary.

A significant estimate has been made in the determination of rents when the lease component and non-lease components have been separated from lease agreements of vessels, i.e. when it is estimated how large a part of the payment of rent is associated with the leased vessel and how large a part is associated

with the crew and other services.

The management estimates that the vessel accounts for 30% of the rent and the remaining 70% is made up of non-lease components. ESL Shipping's management has made the estimate based on a statistical calculation, which is updated for changes annually. Aspo's lease liabilities relating to non-lease components are presented as other commitments in Note 5.5 Contingent assets and liabilities, and other commitments.

The determination of the lease term involves judgement, especially with regard to agreements valid until further notice. The estimate of the duration of the lease term is agreement specific. The probable lease term of lease agreements valid until further notice is estimated based on business plans and considering costs arising from the termination of the agreement.

The option to extend or terminate a lease is considered in determining the lease term. The period covered by an option to extend the lease is included into the lease term if it according to management judgement is reasonably certain that the option will be exercised. Correspondingly, if it is reasonably certain that an option to terminate the lease is not exercised, the lease term will cover the contract period in full. The assessment to exercise an option or not is made case by case based on the profitability of the arrangement and needs of the business.

## LEASES

Leases are recognized as a leased asset and a corresponding liability at the date when the leased asset is available for use by the Group. Contracts may contain both lease and non-lease components. When the agreement includes a non-lease component such as maintenance, services, and maritime crew Aspo separates them based on their stand-alone price given in the agreement or by using estimates.

The lease term is based on the agreement period considering any options to extend or terminate. For contracts valid until further notice, Aspo estimates the probable lease term according to best knowledge and based on business plans, considering costs arising from the termination of the agreement.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives to be received
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the Group under residual value guarantees
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option, and
- payments arising from terminating the lease if the lease term reflects the Group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used. The criteria used to determine the applicable discount rate for each lease agreement include the class of underlying asset, geographic location, currency, maturity of the risk-free interest rate and lessee's credit risk premium.

Right of use assets, i.e., Leased assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability

- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

The Group is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the leased asset.

Leases are recognized in profit and loss as finance expenses of the lease liability and depreciation of the leased asset. Leased assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the leased asset is depreciated over the underlying asset's useful life. The finance cost is recognized in profit and loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

A lease liability and a leased asset are not recognized on the balance sheet in respect of leases of low value assets. Aspo has determined the acquisition value of EUR 5,000 as a threshold for low value assets. Low-value assets comprise ICT equipment and minor office furniture. Also, short-term leases, with a lease term of 12 months or less, are not recognized on the balance sheet. Payments associated with low-value assets and short-term leases are recognized on a straight-line basis in other operating expenses.

Aspo acts as a lessor in a very minor scale when sub-leasing office premises. These arrangements have been classified as operating leases and the lease income is recognized in other operating income on a straight-line basis over the lease term.

In sale and leaseback situations, it is assessed whether the requirements under IFRS 15 are met in a way that the disposal can be treated as a sale. If the disposal of an asset is a sale, the value of the leased asset to be recognized is measured as a portion of the carrying amount of the sold asset that corresponds to the assets right to use value remaining for the company. As the sales gain or loss is presented only the portion of the sales gain of the asset that corresponds to the rights transferred to the buyer.



## 2.6 Equity

Aspo's equity consists of the share capital, share premium, hybrid bond (Hybrid), translation differences, treasury shares, retained earnings and other reserves including the invested unrestricted equity reserve, legal reserves and fair value reserve. Dividend distribution is disclosed in the next chapter 2.7 Earnings per share and dividend distribution.

### SHARE CAPITAL AND SHARE PREMIUM RESERVE

	Number of shares	Share capital 1,000 EUR	Share premium reserve 1,000 EUR
<b>31.12.2023</b>	<b>31,419,779</b>	<b>17,692</b>	<b>4,351</b>

Share capital includes ordinary shares. Aspo Plc has one share series. Each share entitles the shareholder to one vote at the shareholders' meeting. The shares do not have a nominal value. On December 31, 2023, Aspo Plc's number of shares was 31,419,779 and the share capital was EUR 17.7 million.

Share subscriptions based on the convertible capital loan that were issued during the validity of the old Companies Act (29.9.1978/734) were recognized in the share premium reserve. There have been no changes in the number of shares, share capital or share premium reserve during the financial years ended December 31, 2023, and 2022.

### TREASURY SHARES

	Number of shares	Treasury shares 1,000 EUR
Jan 1, 2022	161,650	-920
Share-based incentive plan	-99,400	566
<b>Dec 31, 2022</b>	<b>62,250</b>	<b>-354</b>
Jan 1, 2023	62,250	-354
Purchase of own shares	36,194	-302
Share-based incentive plan	-82,200	523
<b>Dec 31, 2023</b>	<b>16,244</b>	<b>-133</b>

Aspo Plc holds treasury shares, which the Board of Directors has transferred to individuals within the scope of share-based incentive schemes based on authorization granted by the Annual Shareholders' Meeting. Share-based incentive schemes are described in more detail in Note 5.4 Share-based payments. Treasury shares are presented as part of retained earnings.

Based on the authorization by the Annual Shareholders' Meeting, Aspo's Board of Directors decided to start a repurchasing program of the company's own shares on March 9, 2023. Additional treasury shares were needed for the purposes of the share-based incentive programs. During the period from March 9 to March 31, 2023, Aspo acquired a total of 36,194 of its own shares in trading organized by Nasdaq Helsinki Ltd.

### OTHER RESERVES

The invested unrestricted equity reserve includes other equity-type investments and share subscription price to the extent that it is not recognized in the share capital in accordance with a separate resolution.

The translation difference reserve includes translation differences arising from the translation of the financial statements of foreign units, as well as unrealized foreign exchange gains and losses from the Group's net investments in foreign operations. More information on translation differences is presented under currency risks in Note 5.1 Financial risks and the management of financial risks.

### EQUITY

Transaction costs, net of tax, resulting directly from the issuance of new shares are recognized in equity, as a reduction of the payments received.

When the company purchases treasury shares, the consideration paid for the shares and the transaction

costs are recognized as a reduction in equity. When the shares held by the company are sold, the consideration, net of tax and less direct transaction costs, is recognized as an increase in equity.

## ■ HYBRID BOND

1,000 EUR	2023	2022
Jan 1	30,000	20,000
Repayment of the old hybrid bond		-20,000
Issuance of the new hybrid bond		30,000
<b>Dec 31</b>	<b>30,000</b>	30,000

In June 2022, Aspo issued a hybrid bond of EUR 30 million, with a coupon rate of 8.75% per annum. The hybrid bond has no maturity, but the company is entitled to redeem it in June 2025 at the earliest. In the beginning of the 2022 financial year, Aspo also had an EUR 20 million hybrid bond, issued in April 2020. The coupon rate of this hybrid bond was 8.75%. Aspo redeemed this hybrid bond on May 2, 2022.

During the financial period, hybrid bonds accrued EUR 2.6 (2.0) million in interest. Expenses from the issuance of the new hybrid in 2022 were EUR 0.3 million. EUR 2.6 (1.9) million of the interest and the expenses for the issuance have been recognized as a reduction of retained earnings. EUR 2.6 (1.8) million has been paid in interest on hybrid bonds.

### HYBRID BOND

The hybrid bond is classified as equity. The interest payment obligation arises if the Annual Shareholders' Meeting decides to distribute dividends. If no dividend is distributed, the company can decide upon the payment of interest separately. In the consolidated financial statements, the bond together with its accumulated interest and the transaction costs relating to the

issuance of a new hybrid bond, net of possible tax, are presented in equity according to their nature. A hybrid bond is an instrument which is subordinated to the company's other debt obligations. The hybrid bond does not confer to its holders the rights of a shareholder and does not dilute the holdings of the shareholders.

## 2.7 Earnings per share and dividend distribution

### EARNINGS PER SHARE

Earnings per share is calculated by dividing the profit and loss attributable to the parent company's shareholders by the weighted average number of outstanding shares during the financial year. When calculating earnings per share, the interest of the hybrid bond, net of tax, has been considered as a profit-reducing item. Diluted earnings per share equals basic earnings per share as there has been no dilution effects in years 2023 and 2022.

### ■ EARNINGS PER SHARE

1,000 EUR	2023	2022
Profit for the period attributable to parent company shareholders, continuing operations	16,255	30,800
Interest of the hybrid bond (adjusted by tax effect), continuing operations	-2,100	-1,496
Profit for the period attributable to parent company shareholders, discontinued operations	-14,614	-10,113
<b>Total</b>	<b>-459</b>	19,191
Average number of shares outstanding during the financial period (1,000)	31,390	31,333
<b>Basic and diluted earnings per share, EUR</b>		
Earnings per share, continuing operations	0.45	0.93
Earnings per share, discontinued operations	-0.46	-0.32
<b>Total</b>	<b>-0.01</b>	0.61

### DIVIDEND DISTRIBUTION

The Board of Directors has proposed that a dividend of EUR 0.24 per share is distributed for the financial year 2023. In addition, the Board of Directors has proposed that the Annual Shareholders' Meeting authorizes the Board of Directors to decide on a distribution of capital from the invested unrestricted equity fund in the maximum amount of EUR 0.23 per share. The authorization would be valid until the next Annual Shareholders' Meeting.

According to the decision of the Annual Shareholders' Meeting held on April 4, 2023, a total dividend of EUR 0.46 per share was distributed for 2022. A dividend payment of EUR 0.23 per share made in April and EUR 0.23 per share was paid in November. The decision about the second dividend distribution in November was made by the Board of Directors of the company based on the authorization by the Annual Shareholders' Meeting.

Dividend distribution to owners of the parent company is recognized based on the Shareholder's Meeting resolution. No dividend is paid to the treasury shares held by Aspo Plc.

## 3 BUSINESS OPERATIONS AND PROFITABILITY



ESL SHIPPING



TELKO



LEIPURIN

### OPERATING SEGMENTS

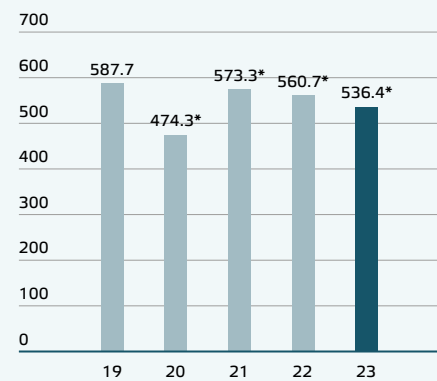
The operating and reportable segments of Aspo Group's continuing operations are ESL Shipping, Telko and Leipurin. In addition, the Non-core businesses segment was established at the beginning of 2023, and is reported as a discontinued operation. The Board of Directors, which is the chief operating decision maker in Aspo Group, is responsible for allocating resources to the operating segments and evaluating their performance. The operating segments have been identified based on Aspo Group's organizational structure, in which each business is led separately.

- **ESL Shipping** conducts sea transportation of raw materials for industry and the energy sector and offers related services.
- **Telko** acquires and supplies plastic raw materials, chemicals and lubricants to industry. Its extensive customer service also covers technical support and the development of production processes.
- **Leipurin** provides solutions particularly for bakery customers and food industry and to retail trade and chain customers in the foodservice business.
- **Non-core businesses** segment includes eastern business operations transferred from the ESL Shipping, Telko and Leipurin segments because of the impacts of the Russian invasion in Ukraine on Aspo's business operations.

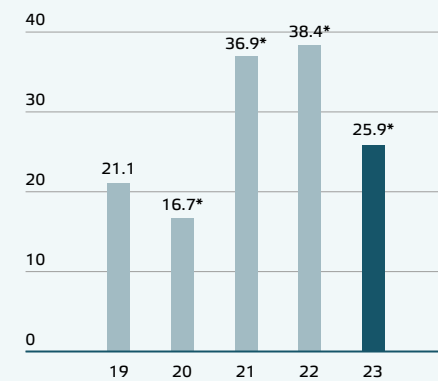
### PROFITABILITY OF CONTINUING OPERATIONS

Within the Group, the evaluation of segment results is based on each segment's operating profit and net sales from outside the Group. Segment reporting is prepared in accordance with the same recognition and measurement principles as the consolidated financial statements. Transactions between segments are based on fair market prices. There are no significant inter-segment transactions.

### NET SALES, MEUR



### OPERATING PROFIT, MEUR



\* Net sales and operating profit from continuing operations

## RECONCILIATION OF SEGMENT OPERATING PROFIT TO THE GROUP'S PROFIT BEFORE TAXES, CONTINUING OPERATIONS

### 2023

1,000 EUR	ESL Shipping	Telko	Leipurin	Unallocated items	Group total
Operating profit	17,679	7,997	5,610	-5,415	25,871
Net financial expenses				-9,255	-9,255
<b>Profit before taxes</b>					<b>16,616</b>

### 2022

1,000 EUR	ESL Shipping	Telko	Leipurin	Unallocated items	Group total
Operating profit	38,217	8,185	-1,413	-6,591	38,398
Net financial expenses				-5,878	-5,878
<b>Profit before taxes</b>					<b>32,520</b>

Items unallocated to segments consist of the results of other operations, i.e. mainly administrative costs. Other operations include Aspo Group's administration, the finance and ICT service center. The Group has not allocated net financial expenses to segments, as Aspo monitors and manages them at the Group level.

## SEGMENT ASSETS AND LIABILITIES

1,000 EUR	ESL Shipping	Telko	Leipurin	Unallocated items	Non-core businesses	Group total
Segment assets Dec 31, 2022	224,796	85,730	68,533	24,437	12,414	415,910
Segment assets Dec 31, 2023	241,525	74,510	58,808	34,866		409,709
Segment liabilities Dec 31, 2022	32,260	34,444	16,389	185,225	3,907	272,225
Segment liabilities Dec 31, 2023	31,817	33,191	19,191	185,023		269,222

The assets and liabilities of the segments are items that the segment uses in its business operations or that can be reasonably allocated to the segment. Items unallocated to segments consist of items associated with income taxes and centralized financing. The Non-core businesses segment is presented as a discontinued operation. More information is provided in Note 1.3 Discontinued operations, including the results of discontinued operations.

## 3.1 Net sales

Aspo's revenue consists mainly of the following income flows:

- ESL Shipping: Sales of sea freight services mainly to the industry and the energy sector
- Telko: Sales of plastic and chemical raw materials as well as lubricants to industries and trade
- Leipurin: Sales of raw materials to the bakery and other food industry

The external net sales of the segments almost equal the consolidated net sales, and there was only EUR 4,000 (15,000) of net sales that had not been allocated to the segments. The unallocated net sales include Aspo's service charges from divested operations.

Aspo does not depend on any individual significant customers, however, in the ESL Shipping segment the purchases of one customer in the steel industry account for slightly more than ten percent of the Group's consolidated net sales.

Aspo Group's net sales from continuing operations decreased by 4% and were EUR 536.4 (560.7) million. Net sales include foreign exchange rate differences of EUR -0.2 (0.4) million.

### ESL SHIPPING'S NET SALES

In 2023, ESL Shipping's net sales decreased by 23.0% and were EUR 189.0 (245.4) million. Year 2023 was marked by a challenging business environment. Business activity has decreased in several key customer segments, which has caused a decline in spot volumes and spot freight in particular, and cost inflation and interest rates have been high.

### TELKO'S NET SALES

Telko's net sales grew by 1% to EUR 211.3 (209.3) million. Telko's net sales grew moderately in the declining markets as a result of the acquisition of Johan Steenks and especially the acquisition of Eltrex.

#### TELKO NET SALES BY BUSINESS AREA

1,000 EUR	2023	2022
Plastics business	101,438	110,082
Chemicals business	59,410	49,143
Lubricants business	50,469	50,118
<b>Telko total</b>	<b>211,317</b>	209,343

### LEIPURIN'S NET SALES

Leipurin's net sales increased by 29% to EUR 136.1 (105.9) million in 2023. Figures for the comparative period included EUR 4.3 million in net sales of the divested Vulganus Oy. The net sales of Kobia AB, which was acquired in September 2022, amounted to EUR 50 (17) million, meaning that most of the increase in Leipurin's net sales in 2023 comes from Kobia.

#### LEIPURIN NET SALES

1,000 EUR	2023	2022
Regions:		
Finland	49,272	46,634
Sweden	50,221	17,271
Baltics	35,786	36,775
East	805	967
<b>Total</b>	<b>136,084</b>	101,647
of which:		
Bakeries	99,718	74,925
Food Industry	11,844	11,793
Retail, foodservice, other	24,522	14,929
Vulganus		4,262
<b>Leipurin total</b>	<b>136,084</b>	105,909

Aspo specifies net sales by timing of revenue recognition and by market area.

### ■ NET SALES BY TIMING OF RECOGNITION

1,000 EUR	2023	2022
<b>ESL Shipping</b>		
At a point in time	196	3,523
Over time	188,833	241,893
	189,029	245,416
<b>Telko</b>		
At a point in time	210,834	208,909
Over time	483	434
	211,317	209,343
<b>Leipurin</b>		
At a point in time	136,056	102,589
Over time	28	3,320
	136,084	105,909
<b>Unallocated items</b>		
Over time	4	15
	4	15
<b>Total</b>		
At a point in time	347,086	315,021
Over time	189,348	245,662
<b>Total</b>	536,434	560,683

Most of the Group's net sales, 65% (56%), are recognized as revenue at a point in time in conjunction with the delivery of goods or services. Net sales recognized over time mainly include ESL Shipping's sea transportation and related services amounting to EUR 188.8 (241.9) million.

### ■ INFORMATION RELATED TO GEOGRAPHICAL REGIONS

From the beginning of year 2023, following the shift of the strategic focus towards western markets, Aspo changed the market areas when reporting net sales. The new reportable market areas are: Finland, Scandinavian countries, Baltic countries, Other European countries and Other countries. The acquisition of Kobia in Sweden as well as Johan Steenks in Norway have increased the contribution of Scandinavia to the Group's total net sales. Net sales of the geographical regions are presented as per customer location.

### ■ NET SALES BY MARKET AREA

1,000 EUR	2023	2022
<b>ESL Shipping</b>		
Finland	99,411	121,565
Scandinavia	53,367	58,487
Baltic countries	425	2,934
Other European countries	26,118	48,186
Other countries	9,708	14,244
	189,029	245,416
<b>Telko</b>		
Finland	48,544	53,464
Scandinavia	54,880	61,689
Baltic countries	27,718	28,230
Other European countries	46,787	39,048
Other countries	33,388	26,912
	211,317	209,343
<b>Leipurin</b>		
Finland	49,454	49,376
Scandinavia	49,290	17,405
Baltic countries	35,711	36,621
Other European countries	1,629	2,397
Other countries		110
	136,084	105,909
<b>Unallocated items</b>		
Finland	4	15
	4	15
<b>Total</b>		
Finland	197,413	224,420
Scandinavia	157,537	137,581
Baltic countries	63,854	67,785
Other European countries	74,534	89,631
Other countries	43,096	41,266
<b>Total</b>	536,434	560,683

## REVENUE RECOGNITION

The majority of Aspo's net sales comes from the sale of products, which are considered to be individual performance obligations. Revenue is recognized when the performance obligation is fulfilled by handing over the product or service to the client. Revenue is recognized upon delivery at a point in time once significant risks and benefits associated with ownership have been passed on to the buyer in accordance with the delivery clauses.

ESL Shipping's income is recognized over time as the services are rendered. The revenue recognition is based on the transportation agreements or other service agreements. At the end of each reporting period, revenue from ESL Shipping's undelivered or otherwise incomplete services, is recognized based on the number of days completed by the reporting date as a percentage of the estimated total duration of the service.

Apart from ESL Shipping, only a small part of the net sales of the operating segments comprises services sold to customers, income from which is recognized at a point in time once the service has been rendered, or over time if the customer simultaneously receives benefits when the service is being rendered. Majority of other services offered by the segments are regarded as customer service, and they are not considered separate performance obligations, because they are related, for example, to the development and design of product concepts and customized solutions.

Transaction prices do not include any significant financing components. Primarily, accounts receiva-

ble fall due within 0–60 days after the invoicing date. Advance payments received from customers are also used, typically in projects with a long production period, where installments are tied to the progress of the project. These payments are contract liabilities and recorded in advances received.

Some contracts with customers include discounts that are tied, for example, to product volumes purchased annually by the customer in question. With regard to these, the likely amount of a realized discount is estimated on the basis of historical information, and these estimates are used to adjust the recognized revenue. These accruals are recorded on a monthly basis, and the estimates are updated when more information is available. The amount of these discounts is not significant within Aspo Group.

Products sold by Aspo involve warranty obligations, due to the replacement or repair of any defective products during the warranty period. These warranty obligations do not differ from normal statutory obligations, or any obligations followed in accordance with sector-specific market practices. These obligations are assessed regularly as the likely amount based on historical experience and recorded in operational expenses.

Aspo has not had significant incremental costs for obtaining contracts with customers that should be capitalized in the balance sheet. Possible incremental costs are expensed as incurred as their nature is such that they would be expensed within a year.

## 3.2 Other operating income

### OTHER OPERATING INCOME

1,000 EUR	2023	2022
Gains on sale of tangible assets	1,479	1,537
Rents and related remunerations	58	111
Gains on sale of business operations	174	
Leasing agreement related compensation	49	57
Other income	1,229	671
<b>Total</b>	<b>2,989</b>	2,376

In 2023, several sale and leaseback agreements relating to properties were conducted in the Leipurin segment. These are included in gains on sale of tangible assets. The gain from the sale of Kobia's properties was EUR 0.5 million, and the gain from the sale of the property in Kaunas, Lithuania, was EUR 0.9 million. More information about the sale and leaseback transactions is provided in Note 2.5 Leases.

The gain on the sale of Leipurin's bakery equipment business was EUR 0.2 million. More information is provided in Note 1.2 Acquisitions and disposals.

In 2022, gains on sale of tangible assets included EUR 1.5 million in sales gains from ESL Shipping's barge Espa.

## 3.3 Associated companies

### SHARE IN COMPANIES ACCOUNTED FOR USING THE EQUITY METHOD

Aspo Group has two associated companies that were acquired in conjunction with the acquisition of AtoBatC in 2018. These German limited partnership companies, Auriga KG and Norma KG, are domiciled in Leer. Aspo Group holds 49% of the shares of these companies. The associated companies are included in the ESL Shipping segment.

### ASSOCIATED COMPANIES

Yritys	Domicile	Holding %
Auriga KG	DE	49.00
Norma KG	DE	49.00

Both companies own one dry bulk cargo vessel. The income of the companies consists of rent income from the vessels owned. The fair value of these associated companies determined in conjunction with the acquisition was EUR 0.9 million higher than the carrying amount. The difference between the fair value and carrying amount is attributable to the vessels owned by the companies, and it is amortized during the useful life of the vessels. The amortization amounts to approximately EUR 0.1 million per year.

### INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

1,000 EUR	2023	2022
Balance Jan 1	974	701
Dividends received	-539	-353
Share of profits for the the financial year	1,268	626
<b>Carrying amount Dec 31</b>	<b>1,703</b>	974

### RELATED PARTY TRANSACTIONS WITH ASSOCIATED COMPANIES

1,000 EUR	2023	2022
Services acquired	-3,080	-3,172
Depreciation of time-chartered vessels	-1,254	-1,509
Interest expense of time-chartered vessels	-29	-36
Leased assets, vessels	1,265	1,538
Other receivables	286	314
Lease liabilities	1,272	1,544

ESL Shipping uses the two vessels of the associated companies in its business operations and pays market rent to the associated companies.

### ASSOCIATED COMPANIES

Investments in associates are accounted for using the equity method of accounting. If the Group's share of losses in an associate exceeds the carrying amount, losses in excess of the carrying amount will not be recognized, unless the Group undertakes to fulfill the obligations of the associate. Unrealized gains on tran-

sactions between the Group and its associates are eliminated in proportion to the Group's ownership share. The share of profits of associated companies presented in the consolidated statement of comprehensive income is calculated from the associate's profit for the period, net of tax.



## 3.4 Materials and services

### MATERIALS AND SERVICES

1,000 EUR	2023	2022
<b>Purchases during the period</b>		
ESL Shipping	-47,028	-70,147
Telko	-160,396	-175,549
Leipurin	-106,871	-91,515
<b>Total</b>	<b>-314,295</b>	<b>-337,211</b>
<b>Change in inventories</b>	<b>-14,926</b>	12,619
<b>Services acquired</b>		
Telko	-4,159	-3,522
Leipurin	-5,223	-4,134
<b>Total</b>	<b>-9,382</b>	<b>-7,656</b>
<b>Materials and services, total</b>	<b>-338,603</b>	<b>-332,248</b>

Purchases included EUR -0.3 (-1.3) million in exchange rate differences.

## 3.5 Other operating expenses

### OTHER OPERATING EXPENSES

1,000 EUR	2023	2022
ESL Shipping	-78,093	-92,126
Telko	-6,756	-8,583
Leipurin	-5,666	-7,266
Other operations	-3,645	-3,131
<b>Total</b>	<b>-94,160</b>	<b>-111,106</b>

Most of ESL Shipping's other operating expenses are related to vessel operations, such as port and fairway fees, technical vessel expenses, service components of lease agreements, and the travel expenses of crew members.

Telko's other operating expenses decreased from the previous year as a result of cost adjustment measures and because the expenses in the comparison period included a credit loss allowance of EUR 0.5 million recognized on accounts receivable in Ukraine.

Leipurin's other operating expenses were exceptionally high in the comparison period because of the costs related to the acquisition of Kobia AB EUR 1.0 million and the loss on the sale of Vulganus Oy EUR 0.4 million.

### AUDITORS' FEES

1,000 EUR	2023	2022
<b>Audit firm of the parent company</b>		
Audit	358	355
Tax advice	3	
Other services	70	41
<b>Other audit firms</b>		
Audit	43	135
Tax advice	20	18
Other services	4	19
<b>Total</b>	<b>498</b>	<b>568</b>

The authorized public accountant firm Deloitte Oy is Aspo Plc's auditor. Deloitte's audit fee for 2023 was EUR 0.4 (0.4) million, and its fees relating to other services totaled EUR 0.1 (0.0) million.

## 3.6 Employee benefit expenses and number of personnel

### EMPLOYEE BENEFIT EXPENSES

1,000 EUR	2023	2022
Wages and salaries	-40,247	-39,597
Pension expenses, defined contribution plans	-4,075	-3,974
Share-based payments	-1,114	-1,829
Other employee benefit expenses	-3,103	-3,387
<b>Total</b>	<b>-48,539</b>	<b>-48,787</b>

Aspo benefits from the government subsidy for merchant vessels received from the Ministry of Transport and Communications, according to which ESL Shipping receives withholding taxes and social security expenses related to marine personnel's pays as refunds. The amount of the subsidy for merchant vessels amounted to EUR 5.9 (5.8) million.

In Finland the statutory pension provision is arranged by insurances from pension insurance companies. In foreign units, the pension provision is arranged in accordance with local legislation and social security regulations. The Group's pension schemes are defined contribution plans and the contributions are recognized as employee benefit expense in the financial period they relate to. Information regarding the employee benefits of key management personnel is presented in Note 5.3 Related parties and management compensation.

### NUMBER OF EMPLOYEES

At the end of the financial year, the number of employees of Aspo Group was 712 (886 at the end of 2022, of which discontinued operations accounted for 130 employees), and the average number of personnel during the financial year was 835 (914).

### PERSONNEL BY SEGMENT, ON AVERAGE

	2023	2022
ESL Shipping	296	298
Telko	237	146
Leipurin	167	242
Other operations	40	41
<b>Continuing operations, total</b>	<b>740</b>	<b>727</b>
Discontinued operation	95	187
<b>Total</b>	<b>835</b>	<b>914</b>

### PERSONNEL BY SEGMENT AT YEAR-END

	2023	2022
ESL Shipping	297	295
Telko	218	246
Leipurin	157	173
Other operations	40	42
<b>Continuing operations, total</b>	<b>712</b>	<b>756</b>
Discontinued operation		130
<b>Total</b>	<b>712</b>	<b>886</b>

### PERSONNEL BY GEOGRAPHICAL AREA AT YEAR-END

	2023	2022
Finland	408	410
Scandinavia	128	136
Baltic countries	83	100
Other European countries	60	69
Other countries	33	41
<b>Continuing operations, total</b>	<b>712</b>	<b>756</b>
Discontinued operation		130
<b>Total</b>	<b>712</b>	<b>886</b>

## 3.7 Depreciation, amortization and impairment losses

### DEPRECIATION AND AMORTIZATION, TANGIBLE AND INTANGIBLE ASSETS

1,000 EUR	2023	2022
Intangible assets	-920	-460
Buildings	-455	-453
Vessels	-17,223	-16,436
Machinery and equipment	-720	-589
Other tangible assets	-17	-17
<b>Total</b>	<b>-19,335</b>	<b>-17,955</b>

### DEPRECIATION AND AMORTIZATION, LEASED ASSETS

1,000 EUR	2023	2022
Intangible assets	-418	-433
Land	-99	-96
Buildings	-2,553	-2,023
Vessels	-10,021	-11,685
Machinery and equipment	-1,092	-954
<b>Total</b>	<b>-14,183</b>	<b>-15,191</b>

Aspo's depreciation expenses mainly relate to vessels owned and leased by ESL Shipping. Accounting principles for depreciation are included in Note 4.1 Tangible assets and for amortization in Note 4.2 Intangible assets. Accounting principles for leases are described in Note 2.5 Leases.

## DEPRECIATION AND AMORTIZATION BY SEGMENT

1,000 EUR	2023					2022				
	ESL Shipping	Telko	Leipurin	Other operations	Group total	ESL Shipping	Telko	Leipurin	Other operations	Group total
Intangible assets	-144	-643	-130	-3	-920	-162	-218	-80		-460
Tangible assets	-17,260	-608	-504	-43	-18,415	-16,473	-593	-396	-33	-17,495
	-17,404	-1,251	-634	-46	-19,335	-16,635	-811	-476	-33	-17,955
Leased assets	-10,394	-1,460	-1,581	-748	-14,183	-12,085	-1,352	-1,070	-684	-15,191

## 3.8 Financial income and expenses

### FINANCIAL INCOME AND EXPENSES

1,000 EUR	2023	2022
Dividend income from other non-current financial assets	3	
Interest income from loans and other receivables	684	240
Foreign exchange gains	913	264
<b>Financial income</b>	<b>1,600</b>	504
Interest expenses on leases	-631	-423
Interest and other financial expenses	-8,753	-3,815
Foreign exchange losses	-1,471	-2,144
<b>Financial expenses</b>	<b>-10,855</b>	-6,382
<b>Financial income and expenses</b>	<b>-9,255</b>	-5,878

Net financial expenses totaled EUR -9.3 (-5.9) million. The average interest rate of interest-bearing liabilities, excluding lease liabilities, was 5.3% (3.3%), causing Aspo's interest expenses to grow.

## 3.9 Income taxes

### TAXES IN THE STATEMENT OF COMPREHENSIVE INCOME

1,000 EUR	2023	2022
Taxes for the period	-2,246	-2,219
Change in deferred tax assets and liabilities	2,318	498
Taxes from previous financial years	-433	1
<b>Total</b>	<b>-361</b>	<b>-1,720</b>

### INCOME TAX ON OTHER COMPREHENSIVE INCOME

1,000 EUR	2023	2022
Cash flow hedges	12	

The Group's income taxes include taxes based on the Group companies' profits for the financial year, adjustment of taxes from previous financial years and changes in deferred taxes. Income taxes are recognized in accordance with the tax rate valid in each country. Regarding the deferred taxes, see Note 4.8. Deferred taxes. The tax calculated on the fair value of the forward contract in hedge accounting has been netted from the fair value of the forward contract and recognized in equity.

### RECONCILIATION OF THE TAX EXPENSE IN THE STATEMENT OF COMPREHENSIVE INCOME AND TAXES CALCULATED BY USING THE PARENT COMPANY'S TAX RATE 20%

1,000 EUR	2023	2022
Profit before taxes	16,616	32,520
Taxes calculated using the parent company's tax rate	-3,323	-6,504
Impact of foreign subsidiaries' tax rates	326	264
Impact of tonnage taxation	2,650	8,458
Losses for which no deferred tax asset was recognized	-1,717	-2,477
Utilization of previously unrecognized tax losses	464	92
Deferred tax liability on retained earnings of foreign subsidiaries	24	27
Taxes from previous financial years	-433	1
Withholding taxes	-56	-199
Timing differences, tax-free and non-deductible items	1,704	-1,382
<b>Taxes in the statement of comprehensive income</b>	<b>-361</b>	<b>-1,720</b>
Effective tax rate	2%	5%

In Finland and Sweden, a limited liability company which is obliged to pay taxes and is practicing international marine logistics has the opportunity to apply for taxation based on vessel tonnage during a tonnage taxation period, instead of taxation based on the profits of the shipping business. ESL Shipping Ltd.'s and AtoBatC Shipping AB's taxation is based on the tonnage taxation regime. The inclusion within the scope of tonnage taxation significantly reduces the Group's effective tax rate.

Aspo Group's effective tax rate was 2% (5%). In the financial year, the tax rate decreased primarily because the gains from Kobia's sale and leaseback transactions were mainly tax-free.

## 4 INVESTED CAPITAL

### INVESTED CAPITAL

1,000 EUR	Note	2023	2022
Intangible assets	4.2	51,710	46,783
Tangible assets	4.1	168,972	178,454
Leased assets	2.5	22,516	15,871
Inventories	4.4	59,242	69,900
Accounts receivable and other receivables	4.5	73,705	68,995
Other assets		2,340	1,436
Cash and cash equivalents	2.2	30,683	21,727
Accounts payable and other liabilities	4.6	-65,667	-71,105
Other liabilities		-2,148	-1,854
Deferred tax assets and liabilities, net	4.8	-4,967	-6,616
Assets and liabilities classified as held for sale, net			9,345
<b>Total</b>		<b>336,386</b>	332,936

Aspo's invested capital includes the Group's assets less liabilities, excluding interest-bearing liabilities. Invested capital describes where equity and interest-bearing liabilities are tied, which is why it provides interesting information and is representative of Aspo's operations. The most significant component of invested capital are the vessels owned and leased by ESL Shipping, totaling EUR 152.1 million. Goodwill and other intangible assets account for EUR 51.7 million of invested capital. Goodwill and other intangible assets, such as customer relationships and brands are generated on Aspo's balance sheet, when it develops the Group structure through acquisitions according to its strategy. Furthermore, working capital makes up EUR 69.3 million, and cash and cash equivalents EUR 30.7 million of invested capital.

### INVESTMENTS BY SEGMENT

1,000 EUR	2023	2022
ESL Shipping	20,723	16,460
Telko	892	1,124
Leipurin	89	208
Other operations	81	2
<b>Continuing operations, total</b>	<b>21,785</b>	17,794
Discontinued operation	40	24
<b>Total</b>	<b>21,825</b>	17,818

Investments consist of additions in tangible assets and intangible assets that will be used during more than one financial year, excluding additions through acquisitions. The investments of EUR 21.8 (17.8) million mainly consisted of ESL Shipping segment's Green Coaster advance payments. Additions of leased assets are disclosed in Note 2.5 Leases.

### GREEN COASTER INVESTMENT COMMITMENT

AtoBatC Shipping AB, reported in the ESL Shipping segment, is building a series of six highly energy-efficient electric hybrid vessels. The new vessels of ice class 1A will be top of the line in terms of their cargo capacity, technology and innovation. The total value of the six-vessel investment is approximately EUR 70 million, and its cash flows will be divided mainly for the years 2023 and 2024. The new vessels are built at the Chowgule and Company Private Limited shipyard in India, and the first vessel, Electramar, was delivered in December 2023. The Green Coaster investments totaled EUR 14.2 million in 2023, including advance payments for Electramar and the Green Coaster vessels under construction.

## ■ NON-CURRENT ASSETS BY MARKET AREA

1,000 EUR	2023	2022
Finland	192,710	197,750
Scandinavia	51,673	43,391
Baltic countries	269	238
Other European countries	255	344
Other countries	223	566
<b>Total</b>	<b>245,130</b>	242,289

The non-current assets include all other assets except for deferred tax assets. Assets of geographical regions are presented as per location of the assets.

## WORKING CAPITAL

Working capital, as defined by Aspo, includes inventories, accounts receivable, accounts payable and advances received. Aspo emphasizes the efficiency of working capital and aims to permanently decrease its working capital.

## ■ WORKING CAPITAL

1,000 EUR	Note	2023	2022
Inventories	4.4	59,242	69,900
Accounts receivable	4.5	48,784	47,279
Accounts payable	4.6	-37,234	-38,805
Advances received	4.6	-1,531	-1,481
<b>Total</b>		<b>69,261</b>	76,893

The Group's working capital decreased by EUR 7.6 (0.7) million. The cash flow impact of change in working capital was EUR 4.4 (-6.7) million. The positive cash impact was caused by a decrease in inventories driven by a decline in market prices and proactive operational management actions, especially in the Telko segment.

In 2022, it was confirmed that ESL Shipping will establish a Green Coaster pool. As a result, AtoBatC Shipping AB has ordered six next-generation electric hybrid vessels from the Chowgule & Company Private Limited in India, in addition to the six vessels mentioned above. These vessels will be sold to a company formed by a group of investors. Every other vessel by Chowgule & Company Private Limited will be produced for AtoBatC Shipping AB, and every other will be sold to the Green Coaster pool. Advance payments for the vessels to be sold further have been recognized in inventories. At the end of the financial year, inventories include EUR 15.1 (10.2) million of Green Coaster advance payments.

## 4.1 Tangible assets

### TANGIBLE ASSETS 2023

1,000 EUR	Land	Buildings	Machinery and equipment	Vessels	Other tangible assets	Work in progress and advance payments	Total
Acquisition cost, Jan 1	4,945	16,999	16,207	309,228	756	10,669	358,804
Translation differences	2	-166	-305				-469
Additions, business combinations			27				27
Additions		2	415	2,044		18,485	20,946
Decreases	-4,945	-10,189	-3,063	-4,672	-5		-22,874
Transfers between classes		97	23	3,457		-3,577	0
<b>Acquisition cost, Dec 31</b>	<b>2</b>	<b>6,743</b>	<b>13,304</b>	<b>310,057</b>	<b>751</b>	<b>25,577</b>	<b>356,434</b>
Accumulated depreciation, Jan 1		-8,514	-13,878	-157,494	-464		-180,350
Translation differences		112	237				349
Accumulated depreciation, business combinations			-8				-8
Accumulated depreciation of decreases		3,621	2,707	4,672	1		11,001
Transfers between classes			-1				-1
Depreciation for the period, continuing operations		-455	-720	-17,223	-17		-18,415
Depreciation for the period, discontinued operations		-9	-29				-38
<b>Accumulated depreciation, Dec 31</b>		<b>-5,245</b>	<b>-11,692</b>	<b>-170,045</b>	<b>-480</b>		<b>-187,462</b>
<b>Carrying amount, Dec 31</b>	<b>2</b>	<b>1,498</b>	<b>1,612</b>	<b>140,012</b>	<b>271</b>	<b>25,577</b>	<b>168,972</b>

The decreases in land and buildings were mainly caused by the sale and leaseback transactions carried out in the Leipurin segment, which are explained in more detail in Note 2.5 Leases.

The share of the sold Telko OOO of the decreases of machinery and equipment was EUR 1.0 million, and the accumulated depreciation of the decreases was EUR 0.9 million.



## TANGIBLE ASSETS 2022

1,000 EUR	Land	Buildings	Machinery and equipment	Vessels	Other tangible assets	Work in progress and advance payments	Total
Acquisition cost, Jan 1	54	6,578	7,739	305,256	726	6,787	327,140
Translation differences	-228	-477	-387				-1,092
Additions, business combinations	5,119	10,904	8,210				24,233
Additions		13	828	4,590	30	11,368	16,829
Assets classified as held for sale		-19	-20				-39
Decreases		0	-289	-5,783	0	-2,195	-8,267
Transfers between classes			126	5,165		-5,291	0
<b>Acquisition cost, Dec 31</b>	<b>4,945</b>	<b>16,999</b>	<b>16,207</b>	<b>309,228</b>	<b>756</b>	<b>10,669</b>	<b>358,804</b>
Accumulated depreciation, Jan 1		-4,955	-6,109	-146,743	-447		-158,254
Translation differences		147	336				483
Accumulated depreciation, business combinations		-3,224	-7,282				-10,506
Accumulated depreciation, assets held for sale		19	20				39
Accumulated depreciation of decreases		0	235	5,685			5,920
Depreciation and impairment losses for the period		-501	-1,078	-16,436	-17		-18,032
<b>Accumulated depreciation, Dec 31</b>		<b>-8,514</b>	<b>-13,878</b>	<b>-157,494</b>	<b>-464</b>		<b>-180,350</b>
<b>Carrying amount, Dec 31</b>	<b>4,945</b>	<b>8,485</b>	<b>2,329</b>	<b>151,734</b>	<b>292</b>	<b>10,669</b>	<b>178,454</b>

An impairment loss of EUR 0.3 million was recognized on the tangible assets of the eastern operations held for sale during the 2022 financial year.

### ACCOUNTING ESTIMATES AND MANAGEMENT JUDGEMENT

Estimates of the useful life and residual value, and the selection of depreciation method require management's significant judgement and are subject to a constant review. Vessels comprise the most significant fixed asset item on the balance sheet, and their depre-

ciation periods range from 17 to 30 years, based on the useful life of each vessel.

Estimates are also made in conjunction with business combinations when determining the fair values and remaining useful lives of the acquired tangible assets.

## TANGIBLE ASSETS

Tangible assets are recognized at cost net of cumulative depreciation less any impairment losses. For new construction of vessels, financial expenses arising during the construction are capitalized as part of the cost and depreciated over the useful life of the asset. The depreciation period of dockages is based on an estimate of the dockage interval.

Depreciation is calculated on a straight-line basis over the estimated useful life as follows:

● Vessels	17–30 years
● Pushers	18 years
● Dockings	2–3 years
● Buildings and structures	15–40 years
● Machinery and equipment	3–10 years
● Piping	5–20 years
● Refurbishment costs from premises	5–10 years
● Other tangible assets	3–40 years

Land is not depreciated, but the carrying amounts are reviewed annually.

Gains and losses arising from the discontinued use and disposal of tangible assets are included in other operating income and expenses.

The carrying amounts of individual tangible and intangible assets are reviewed at the end of each

reporting period to identify events or circumstances that could indicate their impairment. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. The impairment loss is recognized in profit and loss. After the recognition of an impairment loss, the asset's useful life is reassessed. A previously recognized impairment loss is reversed if the estimates used in the determination of the recoverable amount change. Carrying amount increased due to the reversal of an impairment loss may not exceed the carrying amount that would have been defined for the asset if no impairment loss had been recognized in previous years.

## SUBSIDIES

Government subsidies granted to compensate for expenses incurred are recognized in the statement of comprehensive income in the periods in which the expenses related to the object of the subsidy are expensed. Subsidies received are presented as net deductions from generated expenses. Subsidies related to the acquisition of tangible assets have been recognized as adjustments to their cost. Subsidies are recognized as income during the period of use of the asset in the form of smaller depreciation expense.

## 4.2 Intangible assets

The most significant intangible asset is goodwill. Intangible rights primarily consist of brands. Other intangible assets include software and associated licenses, as well as principal and customer relationships acquired in business combinations.

### ■ INTANGIBLE ASSETS

1,000 EUR	2023				
	Goodwill	Intangible rights	Other intangible assets	Advance payments	Total
Acquisition cost, Jan 1	47,392	7,123	14,567	808	69,890
Translation differences	-13	10	232	851	1,080
Additions, business combinations	1,745	141	3,103		4,989
Additions		28			28
Decreases	-1,519	-472			-1,991
Transfers between classes		635	12	-647	0
<b>Acquisition cost, Dec 31</b>	<b>47,605</b>	<b>7,465</b>	<b>17,914</b>	<b>1,012</b>	<b>73,996</b>
Accumulated amortization and impairment, Jan 1	-10,524	-1,650	-10,933		-23,107
Translation differences	5	-6	-98		-99
Accumulated amortization and impairment of decreases	1,368	473			1,841
Amortization for the period, continuing operations		-231	-689		-920
Amortization for the period, discontinued operations		-1			-1
<b>Accumulated amortization and impairment, Dec 31</b>	<b>-9,151</b>	<b>-1,415</b>	<b>-11,720</b>		<b>-22,286</b>
<b>Carrying amount, Dec 31</b>	<b>38,454</b>	<b>6,050</b>	<b>6,194</b>	<b>1,012</b>	<b>51,710</b>

The share of the goodwill decreases of the sold Telko OOO was EUR 0.4 million, and the goodwill reduction resulting from the deconsolidation of Leipuri's eastern companies was EUR 1.0 million. Full impairment loss had already been recognized on these goodwill balances in 2022.

1,000 EUR	2022				
	Goodwill	Intangible rights	Other intangible assets	Advance payments	Total
Acquisition cost, Jan 1	51,273	7,147	16,483		74,903
Translation differences	7,947	178	-215		7,910
Additions, business combinations	1,412		1,554		2,966
Additions		19	191	808	1,018
Assets classified as held for sale		-3			-3
Decreases	-13,240	-218	-3,446		-16,904
<b>Acquisition cost, Dec 31</b>	<b>47,392</b>	<b>7,123</b>	<b>14,567</b>	<b>808</b>	<b>69,890</b>
Accumulated amortization and impairment, Jan 1	-14,149	-1,623	-13,286		-29,058
Translation differences	-6,992	-148	103		-7,037
Accumulated amortization, business combinations			-756		-756
Accumulated amortization, assets held for sale		3			3
Accumulated amortization of decreases	11,985	183	3,405		15,573
Amortization and impairment for the period	-1,368	-65	-399		-1,832
<b>Accumulated amortization and impairment, Dec 31</b>	<b>-10,524</b>	<b>-1,650</b>	<b>-10,933</b>		<b>-23,107</b>
<b>Carrying amount, Dec 31</b>	<b>36,868</b>	<b>5,473</b>	<b>3,634</b>	<b>808</b>	<b>46,783</b>

An impairment loss of EUR 1.4 million was recognized on the intangible assets of the eastern operations held for sale during the 2022 financial year, which was mainly allocated to consolidated goodwill.

### ACCOUNTING ESTIMATES AND MANAGEMENT JUDGEMENT

Estimates of the useful life and residual value, and the selection of depreciation method require the management's significant judgement and are subject to a constant review.

Estimates are also made in conjunction with business combinations when determining the fair values and remaining useful lives of the acquired intangible assets. The value on the acquisition date is determined using discounted cash flows.

**GOODWILL AND BRANDS**

Goodwill and brands with indefinite useful life arising from business combinations are not amortized, instead they are tested for impairment at least annually by using value in use calculations. Cash flow-based value in use is determined by calculating the present value of forecast discounted cash flows. An indication of possible impairment may trigger the impairment testing also with shorter time frame.

An impairment loss is recognized in profit and loss if the carrying amount of the asset is higher than its recoverable amount. An impairment loss recognized for assets other than goodwill is reversed if the estimates used in the determination of the recoverable amount change to a substantial extent. Carrying amount increased due to the reversal of an impairment loss may not exceed the carrying amount that would have been determined for the asset if no impairment loss had been recognized in previous years. An impairment loss recognized from goodwill is not reversed under any circumstances.

Management reviews the measurement of brands annually by using a segment-specific value in use calculation of which more information can be found in Note 4.3 Impairment test of goodwill and brands.

**OTHER INTANGIBLE ASSETS**

Other intangible assets are measured at cost and amortized on a straight-line basis over their useful lives. The amortization periods are:

- Software and associated licenses 3–5 years
- Principal relationships and technology acquired through business combinations 10 years
- Customer relationships acquired through business combinations 15 years

Cloud services are recognized as an expense in the period during which the expense is incurred because they are not controlled by the company. The accounting principles relating to the recognition of impairment losses are included in Note 4.1 Tangible assets.

**RESEARCH AND DEVELOPMENT COSTS**

Aspo Group's R&D focuses, according to the nature of each segment, on developing the operations, procedures, and products as part of customer-specific operations, which means that development inputs are included without specification in operating expenses, and they do not meet the recognition criteria for intangible assets.

## 4.3 Impairment test of goodwill and brands

Goodwill is allocated to the Group's cash-generating units on the operating segment level. Goodwill is allocated to the cash-generating units as follows:

**GOODWILL BY SEGMENT**

1,000 EUR	2023	2022
ESL Shipping	6,337	6,337
Telko	10,790	9,058
Leipurin	21,327	21,473
<b>Total</b>	<b>38,454</b>	36,868

**BRANDS BY SEGMENT**

1,000 EUR	2023	2022
Telko	2,155	2,155
Leipurin	3,148	3,148
<b>Total</b>	<b>5,303</b>	5,303

The useful lives of brands included in Telko and Leipurin segments have been estimated to be indefinite. The strong image and history of these brands support management's view that these brands will affect cash flow generation over an indefinite period. The brands have been tested for impairment together with goodwill.

## IMPAIRMENT TESTING

The recoverable amount of the cash-generating units is determined by a value in use calculation. Cash flow-based value in use is determined by calculating the present value of forecast discounted cash flows. The cash flows include for example estimates of future sales, profitability and maintenance investments. The cash flow projections are based on the budget for 2024 and the financial plans for 2025-2027 approved by the Board of Directors. In testing, the cash flow projections are prepared for a five-year period, with the final year being the terminal year. The terminal value has been calculated by using a growth assumption of 2% (2%).

When estimating net sales, the assumption is that current operations can be maintained, and net sales will grow in a controlled manner at the rate estimated in financial plans. The sales margin is estimated to follow net sales growth. It is estimated that costs will increase slowly as a result of continuous cost management. Fixed costs are expected to grow at the rate of inflation.

The discount rate is determined for each segment by using the weighted average cost of capital (WACC) that depicts the overall costs of equity and liabilities, considering the particular risks related to the assets and location of operations. The WACC is on the same level as in 2022 in the Leipurin segment. In the Telko and ESL Shipping segments, the WACC is higher than in the comparison period. The most significant change is in the Telko segment, where the change has been affected by the increase in beta, and especially by the growth in the proportion of net sales in Ukraine, Poland and China and the impact of the weight of the WACCs in these countries on the overall WACC level in Telko. Ukraine's credit rating has decreased during the year, so its market risk premium has also increased significantly.

## POST-TAX WACC BY CASH GENERATING UNIT

	2023	2022
ESL Shipping	8.57%	8.13%
Telko	12.34%	10.93%
Leipurin	9.28%	9.34%

## RESULTS OF THE IMPAIRMENT TESTS AND SENSITIVITY ANALYSIS

### Continuing operations

The Leipurin, Telko and ESL Shipping segments underwent the annual goodwill impairment testing in December.

The recoverable amount indicated by the impairment tests conducted for Telko and ESL Shipping clearly exceeded the carrying amount of the cash generating unit for each operating segment, and the carrying amounts are therefore considered to be justified.

The impairment test conducted for the Leipurin also showed that the recoverable amount exceeded the carrying amount of the cash generating unit. In the Leipurin segment, a decrease of one percentage point in the estimated EBITDA would cause a need to recognize an impairment loss.

### Discontinued operation and eastern operations held for sale in 2022

In 2022, an impairment loss of EUR 1.3 million was recognized on the goodwill of the Kauko operating segment as based on the purchase offers received, it became apparent that Kauko's fair value was lower than its carrying amount. The impairment loss of Kauko operating segment is presented in the consolidated income statement as part of the profit from discontinued operations.

Telko's and Leipuri's eastern business operations were classified as held for sale at the end of 2022, and in connection with the classification as held for sale, the net assets of the business operations were measured at fair value less cost to sell, being lower than the carrying amount. Also, part of Telko and Leipurin segment's goodwill was allocated to the eastern operations held for sale in proportion to fair values. The impairment losses of EUR 1.4 million are presented as part of the profit from discontinued operations. More information about result of the discontinued operations is available in Note 1.3 Discontinued operations.

### ACCOUNTING ESTIMATES AND MANAGEMENT JUDGEMENT

The carrying amount of goodwill and brands with an indefinite useful life are tested for impairment by using value in use calculations, which include estimates. Different assumptions in the value in use calculations could have a significant impact on the amounts of goodwill and brands reported in the consolidated financial statements.

Uncertainties in economic development, changes in exchange rates and strong fluctuations in the oper-

ating environment make it difficult to prepare the estimates used in the impairment testing, especially regarding future cash flows and profit levels.

According to management's view the estimates of future cash flows and the tying-up rate of capital used in testing are likely. The assumptions used in the calculations may, however, change along with changes in financial and business conditions. Therefore, future cash flows may differ from the estimated future discounted cash flows, which may lead to the recognition of impairment losses in coming periods.

## 4.4 Inventories

### INVENTORIES

1,000 EUR	2023	2022
Materials and supplies	6,174	5,832
Finished goods	37,522	53,609
Other inventories	15,546	10,459
<b>Total</b>	<b>59,242</b>	69,900

### INVENTORIES BY SEGMENT

1,000 EUR	2023	2022
ESL Shipping	19,583	15,116
Telko	25,222	38,849
Leipurin	14,437	15,787
Other operations		148
<b>Total</b>	<b>59,242</b>	69,900

ESL Shipping's inventories include the fuels of vessels and advance payments for the Green Coaster vessels to be sold to the members of the vessel pool. Leipurin's inventories consist of raw materials for the bakery and food industries and, to a lesser extent, of various packaging and other supplies. Telko has plastic and chemical raw materials and lubricants in stock.

In 2022, ESL Shipping established a Green Coaster pool. As a result, AtoBatC Shipping AB has ordered twelve vessels from the Chowgule & Company Private Limited shipyard in India. Every other vessel in the series of twelve next-generation electric hybrid vessels will be sold to a company formed by a group of investors. Advance payments for the Green Coaster vessels to be sold further have been recognized in inventories. At the end of the financial year, inventories included EUR 15.1 (10.2) million in advance payments for the Green Coaster vessels.

An expense of EUR -1.0 (-0.3) million was recognized in the result of the continuing operations during the financial year for a write down of inventories to net realizable value.

### ACCOUNTING ESTIMATES AND MANAGEMENT JUDGEMENT

For inventories the estimation uncertainty relates mainly to the recoverability and measurement of slow-moving inventories. Uncertainties over demand

for products increase as products become older, and some products also become outdated. According to the management's estimate, the value of inventories of more than one year should be set to zero.

### INVENTORIES

Inventories are measured at cost or at net realizable value, if lower. The cost is determined using the FIFO (first-in, first-out) principle. Net realizable value is the actual sales price in the ordinary course of business less the costs of completion and sale.

In normal operating conditions Aspo Group recognizes a 100% allowance for slow-moving inventories of more than 12 months. Exception is made for such inventory, which relates to a binding sales agreement.

## 4.5 Accounts receivable and other receivables

### ACCOUNTS RECEIVABLE AND OTHER RECEIVABLES

1,000 EUR	2023	2022
Accounts receivable	48,784	47,279
Refund from the Ministry of Transport and Communications	5,887	6,131
Advance payments	4,123	4,582
VAT receivable	1,691	1,266
Loan receivables	1,336	448
Other deferred receivables	11,884	9,289
<b>Total</b>	<b>73,705</b>	68,995

#### ACCOUNTING ESTIMATES AND MANAGEMENT JUDGEMENT

The recoverability of accounts receivable always involves the risk that the counterparty becomes insolvent and is unable to pay its debts. See also "Credit and counterparty risks" in Note 5.1 Financial risks and the management of financial risks.

Businesses make sales- and customer-specific assessment based on the nature of sales and the credit rating of customers, as well as their service his-

tory, to define to whom products and services are sold, and which payment terms are used. If necessary, an advance payment is used as the payment term. Allowance for expected credit losses is recognized proactively based on each segment's credit loss history. Considerable uncertainties are associated with the solvency of Ukrainian customers due the war in Ukraine. Consequently advance payment is used as the payment term for Ukrainian customers.

### AGEING ANALYSIS OF ACCOUNTS RECEIVABLE

2023 1,000 EUR	Accounts receivable	Allowance for credit losses	Carrying amount
Not matured	45,431	-31	45,400
Matured 1-30 days ago	3,104	-9	3,095
Matured 31-60 days ago	123	-1	122
Matured 61-90 days ago	70		70
Matured 91-180 days ago	112	-30	82
Matured more than 181 days ago	1,180	-1,165	15
<b>Total</b>	50,020	-1,236	48,784

2022 1,000 EUR	Accounts receivable	Allowance for credit losses	Carrying amount
Not matured	41,636	-32	41,604
Matured 1-30 days ago	5,064	-20	5,044
Matured 31-60 days ago	479	-1	478
Matured 61-90 days ago	39	-1	38
Matured 91-180 days ago	50	-9	41
Matured more than 181 days ago	1,804	-1,730	74
<b>Total</b>	49,072	-1,793	47,279

According to management's judgement accounts receivable do not involve significant credit loss risks. During the year, a total of EUR 0.5 (0.7) million was recognized as credit losses from accounts receivable. The amount includes the change in the expected credit loss allowance.

**ACCOUNTS RECEIVABLE AND OTHER RECEIVABLES**

Accounts receivable and other receivables are measured at amortized cost. When measuring accounts receivable, Aspo applies the simplified segment-specific model to determine expected credit losses, as permitted by IFRS 9 standard. The Group estimates expected credit losses using an experience-based matrix which takes into account the age structure of receivables, each segment's credit loss history from previous years, the market area and the customer base.

Accounts receivable and contract assets are derecognized as final credit losses when it is determined that it is reasonably certain that no payment will be obtained due to for example the bankruptcy of the client. Credit losses are included in operating profit on net basis. If subsequently payments relating to final credit losses are received, they are credited from the same profit and loss account.

## 4.6 Accounts payable and other liabilities

**ACCOUNTS PAYABLE AND OTHER LIABILITIES**

1,000 EUR	2023	2022
Accounts payable	37,234	38,805
Advances received	1,531	1,481
Salaries and social security contributions	8,384	11,203
Employer contributions	1,436	1,415
Accrued interest	2,733	2,181
VAT liability	3,659	3,612
Other current liabilities	1,842	550
Other current deferred liabilities	8,848	11,858
<b>Total</b>	<b>65,667</b>	<b>71,105</b>

## 4.7 Provisions

**NON-CURRENT PROVISIONS**

1,000 EUR	Tax provisions	Restoration provisions	Pension provisions	Total
December 31, 2022	19	466	101	586
Change in provisions	9			9
<b>December 31, 2023</b>	<b>28</b>	<b>466</b>	<b>101</b>	<b>595</b>

**CURRENT PROVISIONS**

1,000 EUR	Other provisions
December 31, 2022	58
Change in provisions	99
<b>December 31, 2023</b>	<b>157</b>

Non-current provisions include a restoration provision relating to the Rauma terminal area and are reported in the Telko segment. Rauma Terminal Services Oy, a company belonging to Aspo Group, is obligated to restore the land areas leased from the Town of Rauma, so that they are in the same condition as before the lease. The obligation is expected to be realized in 2030, when the land lease agreement ends. The pension provisions relate to direct pension liabilities granted by the Group. The current other provisions relate mainly to the discontinuation of Telko's operations in Azerbaijan and to Kobia AB's onerous sales agreement.

**PROVISIONS**

A provision is recognized in the balance sheet if the Group has, as a result of a past event, a present legal or constructive obligation that will probably have to be

settled, and the amount of the obligation can be reliably estimated. The amount recognized as a provision is the present value of the costs that are expected to occur when settling the obligation.



## 4.8 Deferred taxes

### DEFERRED TAX ASSETS

1,000 EUR	2023	2022
Leases	195	74
Employee benefits	7	24
Allowance for credit losses	46	102
Other provisions	202	93
Losses carried forward		
Other temporary differences	91	37
<b>Total</b>	<b>541</b>	330

### CHANGES IN DEFERRED TAX ASSETS

1,000 EUR	2023	2022
Deferred tax assets, Jan 1	330	645
Items recognized in the statement of comprehensive income		
Leases	121	-13
Employee benefits	-17	3
Allowance for credit losses	-56	-6
Other provisions	109	-7
Losses carried forward		-73
Other temporary differences	54	55
Impairment, operations in east		-256
Divestments		-18
<b>Deferred tax assets, Dec 31</b>	<b>541</b>	330

During the 2023 financial year, the most significant change in deferred tax assets related to provisions and lease agreements. In 2022, the most significant change related to impairment losses of deferred tax assets recognized in conjunction with the classification of the eastern operations as held for sale.

No deferred tax assets have been recognized on the taxable losses carried forward in Aspo Group because there is no assurance that the companies that accumulated the losses will be able to utilize them before they expire. The Finnish companies' taxable losses were EUR 54.8 (52.7) million and foreign companies taxable losses amounted to EUR 2.3 (0.0) million. The loss expiry period varies from one country to another, while some losses do not expire within the scope of the current legislation. In Finland, the period of utilization of tax losses is ten years. In Aspo Group, tax losses expire and emerge each year.

## DEFERRED TAX LIABILITIES

1,000 EUR	2023	2022
Depreciation in excess of plan and Swedish tax reserves	1,319	1,434
Tangible and intangible assets	3,065	4,417
Retained earnings of foreign subsidiaries	1,046	1,069
Other temporary differences	78	26
<b>Total</b>	<b>5,508</b>	6,946

## CHANGES IN DEFERRED TAX LIABILITIES

1,000 EUR	2023	2022
Deferred tax liabilities, Jan 1	6,946	5,241
Items recognized in the statement of comprehensive income		
Depreciation in excess of plan and Swedish tax reserves	-115	-122
Tangible and intangible assets	-1,940	-390
Retained earnings of foreign subsidiaries	-23	27
Other temporary differences	52	661
Acquisitions	588	2,202
Transfer to liabilities held for sale, operations in east		-673
<b>Deferred tax liabilities, Dec 31</b>	<b>5,508</b>	6,946

During the financial year, a deferred tax liability of EUR 1.0 (1.1) million in total was recognized based on the retained earnings of the Estonian subsidiaries of Telko and Leipurin. A deferred tax liability of EUR 0.8 (1.8) million has not been recognized based on the retained earnings of other foreign subsidiaries because the funds are permanently invested in the countries in question.

Aspo Group has adopted the amendment to IAS 12 related to the recognition of deferred taxes on assets and liabilities arising from the same transaction. The amendment has an impact on the application of IFRS 16 Leases when recognizing a lease liability and the leased asset at the start of the lease. The amendment entered into force on January 1, 2023, and has been applied retrospectively. Deferred tax assets and liabilities arising from leases are presented on a gross basis in the next table.

## DEFERRED TAXES ON LEASE AGREEMENTS

1,000 EUR	2023	2022
Leased assets	2,143	1,515
Lease liabilities	-1,948	-1,441
<b>Total</b>	<b>195</b>	74

### ACCOUNTING ESTIMATES AND MANAGEMENT JUDGEMENT

The recognition of deferred tax assets involves estimates because their realization during upcoming years requires taxable income, against which the benefit can be used. On each closing date, the Group estimates whether taxable income against which deferred tax assets can be used will be accumulated in the future at a sufficient probability. The estimate is based on a long-term plan and profit forecast prepared by the management. The realization of the tax benefit and the recognition of deferred tax assets are affected by the

future profitability of the Group's business operations and any changes in the tax legislation. Deferred tax assets have not been recognized for tax losses, the use of which involves uncertainties.

Deferred tax liabilities have not been recognized from the undistributed profits of the Finnish Group companies, because this profit can be distributed without any tax consequences. Furthermore, the Group does not recognize deferred tax liabilities from the undistributed profit of its foreign subsidiaries, insofar as it is not probable that the temporary difference is dissolved in the foreseeable future.

### DEFERRED TAXES

Deferred tax assets and liabilities are calculated from temporary differences between accounting and taxation by applying the applicable tax rate at the reporting date or by using a future substantively enacted tax rate. Temporary differences arise e.g., from provisions,

differences in depreciation and from taxable losses carried forward. Deferred tax assets are recognized from taxable losses carried forward and other temporary differences only to the extent that it is likely that they can be utilized in the future.

## 5 OTHER NOTES

### 5.1 Financial risks and the management of financial risks

#### FINANCIAL RISK MANAGEMENT PRINCIPLES AND ORGANIZATION

The purpose of Aspo Group's financial risk management is to protect the operating margin and cash flows, and effectively manage fund-raising and liquidity. The Group aims to develop the predictability of the results, future cash flows, and capital structure, and continuously adapt its operations to changes in the operating environment.

Financial risk management is based on the treasury policy approved by the Board of Directors, which defines the main principles for financial risk management in Aspo Group. The treasury policy defines general risk management objectives, the relationship between the Group's parent company and business units, the division of responsibility, and risk management-related reporting requirements. The treasury policy also defines the operating principles related to the management of currency risks, interest rate risks, as well as liquidity and refinancing risks.

Together with the Chief Financial Officer, Aspo's CEO is responsible for the implementation of financial risk management in accordance with the treasury policy approved by the Board of Directors. The business units are responsible for recognizing their own financial risks and managing them together with the parent company in accordance with the Group's treasury policy and instructions provided by the parent company.

Information about liquidity and refinancing risk can be found in Note 2.4 Maturity.

#### CAPITAL MANAGEMENT

Capital is managed by monitoring the key figures for indebtedness and solvency (gearing and equity ratio) and by adjusting the components of capital in a way that targets relating to the key figures are met. In addition to Aspo's own targets, certain loans include external requirements for the levels of capital. They are monitored and reported to Aspo's management, and to the providers of the loans concerned. The solvency of the subsidiaries is monitored, and capital is transferred within the Group as permitted by regulations.

#### Covenants

Under the terms of its financial facilities, the group is required to comply with the following financial covenants at the end of each annual and interim reporting period:

- Term loans total of the carrying amounts of EUR 146.6 million: the Equity Ratio must exceed 25 % and out of these loans a total of the carrying amount of EUR 92.6 million: the Ratio of Net Debt to EBITDA must not be more than 4.5.
- A bond with a carrying amount of EUR 15 million: the Equity Ratio must exceed 25 %

Similar covenants may be used for committed but unused financial facilities for Aspo.

If Aspo or its subsidiaries has given pledges or mortgages as guarantee of any loan, the Loan to Value Ratio must exceed the defined ratio as agreed.

The group has complied with these covenants throughout the reporting period. As at 31 December 2023, the Equity Ratio was 34 % (35 %) and Net Debt to EBITDA Ratio was 3.8 (2.4). There are no indications that Aspo may have difficulties complying with the covenants when they will be next tested as at the 31 March 2024 interim reporting date.

#### MARKET RISKS

##### Currency risk

Aspo Group has businesses in 13 countries, and the operations take place in many different currencies. The Group's currency risk consists of foreign currency-denominated internal and external receivables and liabilities, estimated currency flows, derivative contracts and translation risks related to results and capital. The target of Aspo Group is to decrease the uncertainty related to fluctuations in results, cash flows and balance sheet items.

At the business unit level, currency risk mainly occurs when a unit sells products and services with its domestic currency, but the costs are realized in a foreign currency. In Aspo Group, a significant part of the net sales of Telko and Leipuriin have come from Scandinavia and especially from Sweden. Aspo's most significant translation risk concerns the Swedish krona (SEK). If the krona weakens against the euro, the net sales of the Telko and Leipuriin segments generated in Sweden decrease. If the krona strengthens, net sales of Aspo Group increases. The Swedish krona weakened against the euro in 2023.

At the reporting date, Aspo Group's currency position mainly consisted of internal and external interest-free and interest-bearing receivables and liabilities denominated in foreign currencies. Interest-bearing external liabilities are mainly denominated in euro.

#### LOANS AND OVERDRAFT FACILITIES IN USE BY CURRENCY

1,000 EUR	2023	2022
EUR	171,531	171,179
USD	902	947
PLN	6	
<b>Total</b>	<b>172,439</b>	172,126

### ACCOUNTS RECEIVABLE BY CURRENCY

1,000 EUR	2023	2022
EUR	36,837	34,660
SEK	5,438	5,304
DKK	1,596	2,532
PLN	541	471
UAH	438	140
USD	1,105	1,965
Other	2,829	2,207
<b>Total</b>	<b>48,784</b>	<b>47,279</b>

### ACCOUNTS PAYABLE AND ADVANCES RECEIVED BY CURRENCY

1,000 EUR	2023	2022
EUR	28,745	30,236
SEK	5,120	4,413
DKK	367	519
PLN	90	48
UAH	562	256
USD	1,954	2,599
Other	1,927	2,215
<b>Total</b>	<b>38,765</b>	<b>40,286</b>

Most of Aspo Group's accounts receivable are denominated in euro. The accounts receivable denominated in the Swedish and Danish krona comprise the next largest items. The share of accounts receivable and accounts payable denominated in USD is also significant, especially in the Telko segment, because part of raw materials are purchased in USD. In addition, part of ESL Shipping's transactions is carried out in USD, and certain fuel purchases are denominated in USD. ESL Shipping's new electric hybrid vessel investments and upcoming sales are denominated in euro.

### EQUITY OF FOREIGN SUBSIDIARIES BY CURRENCY

1,000 EUR	Equity 2023	Equity 2022
EUR	36,040	31,345
SEK	21,034	11,639
DKK	9,657	8,228
RUB		20,500
NOK	-161	71
UAH	1,325	408
PLN	5,593	3,647
BYN		741
CNY	2,615	2,050
KZT	-786	818
AZN	-472	-419
IRR		-187
UZS	-483	392
RON	-376	-287
<b>Total</b>	<b>73,986</b>	<b>78,946</b>

Aspo Group has made investments in foreign subsidiaries. In addition to direct investments, the equity of the foreign subsidiaries changes based on their business results. The table shows the Group's share of the subsidiaries' equity by currency. The total equity of the Group's foreign subsidiaries at the reporting date was EUR 74.0 (78.9) million. The largest foreign currency-denominated investments in 2023 were SEK-denominated investments in subsidiaries operating in Sweden, totaling EUR 21.0 (11.6) million. In 2022, the Ruble-denominated investments of EUR (20.5) million in subsidiaries operating in Russia were the biggest foreign currency investment. Despite the significant share of equity being denominated in the SEK and DKK, the Group deems that diversification is at a sufficient level, and there is no need to hedge the translation position associated with the equities of its foreign subsidiaries.

The Group's internal non-current loan receivables from Telko's Belarusian, Ukrainian and Kazakhstani subsidiaries have initially been classified as non-current net investments in foreign operations in accordance with IAS 21 standard. The treatment of the Ukrainian loan of EUR 3.4 million as a net investment in a foreign operation ended in 2021 as a result of repayments, but the translation differences related to the loan that had accumulated until the reclassification of the loan have not been reversed, and they are still included in the translation differences. The Belarusian company paid off its entire debt balance of EUR 0.8 million in 2022, and the related translation differences were reclassified through profit or loss during the reporting period when the company was placed in liquidation and its consolidation into Aspo Group ended. The loan receivable from Telko Kazakhstan of EUR 1.8 million continues to be treated as a net investment in a foreign operation.

**ITEMS DENOMINATED IN FOREIGN CURRENCIES**

Transactions denominated in foreign currencies are recorded at the exchange rates at the transaction dates. Receivables and liabilities denominated in foreign currencies, outstanding at the end of the financial year are translated using the exchange rates at the reporting date. The gains and losses arisen from foreign currency denominated transactions and the translation of monetary items are recognized in profit and loss. Foreign exchange gains and losses related to

business operations are included in the corresponding items in operating profit. Foreign exchange gains and losses arisen from loans denominated in foreign currencies are included in financial income and expenses.

Aspo has internal non-current loans to subsidiaries, which have been classified as net investments in foreign operations, in accordance with IAS 21 standard. The unrealized foreign exchange gains and losses arising from these net investments are recognized in other comprehensive income.

**Interest rate risk**

To finance its operations, Aspo Group uses both fixed-rate and floating-rate borrowings the latter of which causes an interest rate risk in Aspo Group's cash flow and profit when changes in the interest rate level take place. In addition to fixed-rate borrowings, Aspo Group may use interest rate derivatives to decrease a possible growth in future cash outflows caused by an increase in short-term market interest rates. On December 31, 2023, the Group's interest-bearing liabilities totaled EUR 195.9 (189.3) million and cash and cash equivalents stood at EUR 30.7 (33.6) million. The figures of the comparative year also include the cash and cash equivalents and interest-bearing liabilities classified as held for sale. The share of lease liabilities included in the amount of interest-bearing liabilities was EUR 23.5 (17.1) million. Aspo Group's debt portfolio is reviewed with regard to average interest rate, the duration of interest rate position and average loan maturity. On the balance sheet date, the average interest rate on interest-bearing liabilities, excluding lease liabilities, was 5.3% (3.3%), the duration of interest rate position was 0.4 years (0.6), the average loan maturity was 3.9 years (2.7).

**SENSITIVITY TO MARKET RISKS**

Aspo Group is exposed to interest rate and currency risks via financial assets and liabilities, in the balance sheet on the reporting date. Market risks may also have an impact on Aspo Group through items other than financial instruments. The oil price has an impact on Aspo Group's financial performance through transportation costs. The Group has hedged against this risk by means of contractual clauses. The fluctuations in raw material prices for chemicals and food also affect the Group's financial performance.

Aspo Group has not identified material transaction risks related to any single currency since the disposal of its Russian business operations. However, Aspo Group has internal euro-denominated loans in the Telko segment's companies in Norway, Ukraine and Kazakhstan, which generate foreign exchange gains and losses for the Group. Currency differences in internal loans affect the Group's result because they are not eliminated in consolidation. If the currency of Kazakhstan weakened by 10 percentage points, it would result in an exchange rate loss of EUR 0.3 million for the Group, and if the currency of Ukraine weakened against the euro, it would result in an exchange rate loss of EUR 0.4 million calculated based on the loan capital on the balance sheet date. If the currencies strengthened by ten percentage points, the impact would be positive to the same extent and would be reported as exchange rate gains in financial items.

The sensitivity calculation resulting from changes in interest rates is based on the following assumptions:

- The interest level changes by one percentage point.
- The position includes floating-rate interest-bearing financial liabilities and assets.
- The calculation is based on balance sheet values on the reporting date, and changes in capital during the year are not taken into account.

**SENSITIVITY ANALYSIS FOR INTEREST RATE RISK**

1,000 EUR	Profit and loss	Profit and loss
	2023	2022
<b>Interest rate risk</b>		
Change of +100 basic points in the market interest rates	<b>-1,559</b>	-1,559
Change of -100 basic points in the market interest rates	<b>1,572</b>	1,564

**CREDIT AND COUNTERPARTY RISKS**

The Group has credit risk from accounts receivable. Telko and Leipurin segments have an international and highly diversified customer base, and no considerable customer risk concentrations exist. However, accounts receivable in Ukraine carry a higher risk due to Russia's invasion, and preparations have been made for any insolvency among customers through credit loss allowance. ESL Shipping's accounts receivable derive from long-term customer relationships with creditworthy companies. The turnover rate of its accounts receivable is high. All segments hedge against credit risks by using, when necessary, payment terms based on advance payments and bank guarantees.

Aspo Group aims to have a low cash and cash equivalents balance. The counterparty risk is managed by selecting well-known and financially solvent domestic and international banks as counterparties. Excess funds are invested in bank deposits and short-term money market instruments. The derivative contract-based counterparty risk is managed by selecting well-known and solvent Nordic banks as counterparties.

## 5.2 Derivative contracts

### DERIVATIVE CONTRACTS

<b>1,000 EUR</b>	<b>Nominal value 2023</b>	<b>Fair value, net 2023</b>
Forwards		
Foreign currency forwards	<b>11,290</b>	<b>-59</b>

At the end of the 2023 financial year, Aspo had a forward contract of SEK 125 million, the fair value of which at the time of reporting was EUR -59 thousand. The forward contract is subject to hedge accounting. The forward contract expires in May and has been made to hedge the SEK-denominated purchase price of a potential future acquisition.

The forward contract is used to hedge against the strengthening of the Swedish krona. If the Swedish krona strengthened by ten percentage points against the euro compared with the valuation rate on the balance sheet date, the impact would be EUR 1.2 million on the fair value of the forward contract and EUR 1.0 million on equity. If the Swedish krona weakened by ten percentage points against the euro, the impact would be EUR -1.0 million on the fair value of the forward contract and EUR -0.8 million on equity.

### DERIVATIVES

Derivatives are initially recognized at fair value on the day the Group becomes a contractual counterparty and are subsequently measured at fair value. Fair value of derivatives is determined on the basis of quoted market prices and rates, the discounting of cash flows and option valuation models. The fair value of currency forwards is calculated by discounting the predicted cash flows from the agreements in accordance with interest rates of the currencies sold, translating the discounted cash flows at the exchange rates at the reporting date, and calculating the difference between the discounted values.

The change in the fair value of the effective portion of hedging is recognized in other comprehensive income and presented in the hedging reserve included in the fair value reserve under equity.

When applying hedge accounting, the relation between the hedging instruments and hedged items

is documented at the start of hedging, as well as the risk management targets and strategies used as guidelines when launching different hedging actions. At the start of hedging and continuously after this action, the Group prepares an estimate whether the derivatives used in hedging effectively abolish the changes in fair values or cash flows of the hedged objects. The gain or loss relating to an inefficient portion is immediately recognized in the statement of comprehensive income as financial items. When the hedging instrument expires or is sold or when hedging does not meet the criteria of hedge accounting, the accumulated gains and losses retained in equity at that time remain in equity and are reclassified to the statement of comprehensive income only after the forecast transaction affects profit or loss. If the forecast transaction is no longer expected to occur, the accumulated gain or loss retained under equity is immediately reclassified to the statement of comprehensive income as financial items.

## 5.3 Related parties and management compensation

### RELATED PARTIES

The subsidiaries and associated companies, which are related parties of Aspo Group are presented in Note 1.1 Group structure, and further information about associated companies can be found in Note 3.3 Associated companies. The related parties also include key management personnel i.e., members of the Board of Directors and the Group Executive Committee and their close family members as well as any entities under their control. Information about the members of the Board and the Group Executive Committee is available in the Governance section, where also information on Aspo's hybrid bond subscribed by the related parties is presented. No material transactions with Aspo's related parties or entities controlled by them were identified during the financial year.

### KEY MANAGEMENT COMPENSATION

#### EXPENSES FOR KEY MANAGEMENT COMPENSATION

1,000 EUR	2023	2022
Salaries and other short-term employee benefits	2,831	2,574
Post-employment benefits	556	503
Termination benefits		461
Share-based payments	723	1,059
<b>Total</b>	<b>4,110</b>	<b>4,597</b>

Pension benefits include both statutory and voluntary pension payments. Aki Ojanen was Aspo Group's CEO until August 15, 2021. In February 2022, the Board of Directors granted share-based payments of EUR 0.5 million to Ojanen that were recognized in 2022 and are presented as termination benefits in the table above.

### SALARIES AND BENEFITS OF BOARD MEMBERS AND CEO

1,000 EUR	2023	2022
<b>Chief Executive Officer compensation</b>		
CEO Jansson Rolf, salaries	443	437
CEO Jansson Rolf, pensions	102	87
CEO Jansson Rolf, bonuses	175	78
CEO Jansson Rolf, share-based payments	522	152
CEO Ojanen Aki, termination benefits		461
<b>Total</b>	<b>1,242</b>	<b>1,215</b>

Aspo's CEO is entitled to a statutory pension, and the retirement age is determined according to the statutory earnings-related pension scheme. The period of notice applied to the employment relationship of the CEO is six months. If notice is given by the company, a severance pay corresponding to six months' salary will be paid in addition to the salary for the notice period.

1,000 EUR	2023	2022
<b>Board of Directors compensation</b>		
Westerlund Heikki, Chairman of the Board	73	69
Kaario Mammu, Vice Chairman of the Board*	13	54
Laine Mikael, Vice Chairman of the Board**	51	38
Allam Patricia	37	38
Kolunsarka Tapio***	37	27
Pöyry Salla	37	37
Ståhlberg Kaarina****	31	
Vehmas Tatu	41	42
<b>Total</b>	<b>320</b>	<b>305</b>

\*Vice Chairman of the Board until April 4, 2023

\*\*Vice Chairman of the Board since April 4, 2023

\*\*\*Member of the Board since April 6, 2022

\*\*\*\*Member of the Board since April 4, 2023

## 5.4 Share-based payments

### SHARE-BASED PAYMENT EXPENSES RECOGNIZED

1000 €	2023	2022
Recognized in employee benefit expenses	1,114	1,829

Aspo has share-based incentive schemes the expenses of which are normally recognized during a period of three years. In February 2022, the Board of Directors granted share-based payments of EUR 0.5 million to Aspo's previous CEO Aki Ojanen that were recognized in 2022.

#### Share-based incentive plan 2023–2025

On February 15, 2023, Aspo Plc's Board of Directors approved a new incentive plan for the Group's key employees by establishing a Performance Share Plan 2023–2025. The aim of the plan is to combine the objectives of the shareholders and the key employees in order to increase the value of the Company in the long-term, to retain the key employees at the Company, and to offer them competitive reward plan based on earning and accumulating the Company's shares.

Rewards earned from each of the three performance periods of the Performance Share Plan will be based on the Group's Earnings per Share (EPS) and two criteria based on sustainability targets. The prerequisite for participation in the plan and for receipt of reward on the basis of the program is that a key person holds the Company's shares or acquires the Company's shares, up to the number predetermined by the Board of Directors.

The potential reward will be paid partly in the Company's shares and partly in cash in 2024, 2025 and 2026. The cash proportion is intended to cover taxes and tax-related costs arising from the reward to a key employee. As a rule, no reward will be paid if a key employee's employment or service ends before the reward payment. The shares paid as reward may not be transferred during the restriction period. As a rule, if a key employee's employment contract or director contract terminates during the restriction period, he or she must gratuitously return the shares earned as reward.

The Performance Share Plan 2023–2025 is directed to a maximum of 30 participants, including the members of the Group Executive Committee. The rewards to be paid on the basis of the plan correspond to the value of a maximum total of 320,000 Aspo Plc shares including also the proportion to be paid in cash.

For the 2023 earnings period, the targets were met at 10% overall.

#### Share-based incentive plan 2022–2024

On February 16, 2022, Aspo Plc's Board of Directors decided to establish a share-based incentive plan for 2022–2024. The aim of the plan is to combine the objectives of the shareholders and key employees in order to increase the value of the company in the long term, to retain key employees in the company, and to offer them a competitive reward plan based on earning and accumulating the company's shares.

The share-based incentive plan consists of three earnings periods, with the earned reward being based on the Group's earnings per share (EPS) and two sustainability indicators. Participation in the scheme and obtaining rewards require that participants allocate the freely transferable company shares they hold to the plan or acquire the company's shares up to the quantity determined by the Board of Directors.

The share-based incentive plan is directed at a maximum of 30 people, including the members of the Group Executive Committee. The potential reward will be paid partly in the company's shares and partly in cash in 2023, 2024 and 2025. The rewards payable based on the plan correspond to a maximum total value of 400,000 Aspo Plc shares, also including the proportion to be paid in cash.

For the 2022 earnings period, the targets were met at 90% overall. On March 29, 2023, Aspo Plc granted 76,050 treasury shares to employees included in the plan. The transfer was based on the share issue authorization of the Annual Shareholders' Meeting held on April 6, 2022.

For the 2023 earnings period, the targets were met at 30% overall.

#### Share-based incentive plan 2021–2023

On February 11, 2021, Aspo's Board of Directors decided to continue the share-based incentive plan for the Group's key personnel by establishing a share-based incentive plan for 2021–2023. The aim of the plan is to combine the objectives of the shareholders and key employees in order to increase the value of the company in the long term, to retain key employees in the company, and to offer them a competitive reward plan based on earning and accumulating the company's shares. The share-based incentive plan is directed at around 20 people, including the members of the Group Executive Committee.

The EPS target, acting as an earnings criterion for the share-based incentive plan, was fully met during the 2021 financial year. In March 2022, based on the share-based incentive plan, a total of 89,400 treasury shares were transferred, and an amount equaling the value of the shares was paid in cash to cover taxes. Shares paid as a reward may not be transferred during the restriction period, which ends on December 31, 2023. The expense of the share-based incentive plan is recognized in the years 2021–2023.

#### Share-based incentive plan 2020

In June 2022, Aspo's Board of Directors granted 20,000 Aspo shares to Aspo's CEO Rolf Jansson based on the share-based incentive plan for 2020 and the conditions of the CEO's contract of service. 10,000 of the shares and an amount of cash equaling their value to cover taxes were transferred in June and at the same time, Jansson acquired 10,000 shares from the markets at his own expense in accordance with the contract. A second transfer to the company's CEO of equal quantity took place in June 2023.



## SHARE-BASED INCENTIVE PLAN

	Board decision date	Grant date	Transfer date	Number of shares granted	Share price on grant date, EUR	Share price on transfer date, EUR
Restricted share plan 2020	17.6.2020	14.6.2022	16.6.2022	10,000	7.83	7.59
	17.6.2020	14.6.2022	22.6.2023	10,000	7.83	7.04
Share-based incentive plan 2021-2023	11.2.2021	1.4.2021	23.3.2022	67,100	8.99	6.72
	16.2.2022	16.2.2022	23.3.2022	22,300	10.34	6.72
Share-based incentive plan 2022-2024	16.2.2022	30.5.2022	28.3.2023	76,050	7.48	8.46
Share-based incentive plan 2023-2025	15.2.2023	6.6.2023			6.95	

### SHARE-BASED PAYMENTS

The Group has share-based management incentive plans, where part of the reward is settled in shares and part in cash. These plans include net payment features for meeting withholding tax obligations. Assigned shares are measured at fair value at the time of assignment and recognized in the statement of comprehensive income as costs over the vesting period of the incentive plan. Other than market-based condi-

tions (e.g. profitability and profit growth target) are not included in the fair value but taken into account when determining the number of shares to which a right is assumed to be generated by the end of the vesting period. For the portion settled in shares the expense is recognized as an employee benefits expense, with a corresponding increase in equity. Also the portion paid in cash is classified as equity settled and recognized in equity at the grant date market value.

## 5.5 Contingent assets and liabilities, and other commitments

### OTHER COMMITMENTS

#### Collaterals and commitments

As part of their ordinary business activities, Aspo and some of its subsidiaries sign different kinds of agreements under which guarantees are offered to third parties on behalf of these subsidiaries. Such agreements are primarily made in order to support or improve Group companies' creditworthiness and facilitate the availability of sufficient financing.

#### ■ COLLATERAL FOR OWN DEBT AND OTHER COMMITMENTS

1,000 EUR	2023	2022
Mortgages given	127,000	127,000
Guarantees	20,734	7,455
<b>Total</b>	<b>147,734</b>	134,455
<b>Other commitments</b>	<b>23,480</b>	26,762

The mortgages given are associated with loan agreements to finance certain vessel investments of ESL Shipping, and they represent the amount of mortgages as at the loan agreements' signing date. On the closing date, the corresponding loan capital was EUR 66.0 (51.6) million. Other commitments consist mainly of commitments relating to temporary maritime personnel of time-chartered vessels.

### CONTINGENT ASSETS AND LIABILITIES

#### Contingent liability related to the divestment of Kauko

Based on the agreement on the sale of Kauko Oy's shares Aspo is responsible for an old debt established in 2016–2018 to Chinese companies that have not invoiced their receivables. Kauko has aimed to contribute to the collection of the debt, but to no avail. In the company's view, it is not likely that the counterparty will require the company to repay its debt, and the liability of EUR 0.5 million has not been recognized on Aspo's balance sheet.

#### Tax positions

Due to local tax audits or clarification requests, Aspo has some uncertain tax positions, as the tax authority has summoned the company's claims for deductible items in tax returns. Concerning each case, Aspo has assessed whether the tax authority's interpretations are justified and, if necessary, adjusted the recognized amounts to correspond with the expected payable amounts. Although management believes that these cases will not result in any significant additional recognitions in addition to previously recognized amounts, the final amounts may differ from the estimated amounts.

#### Legal proceedings

Aspo Group companies are parties to some legal proceedings and disputes associated with regular business operations. The financial impact of these proceedings and disputes cannot be estimated for certain but, on the basis of the information available and taking into account the existing insurance cover and provisions made, Aspo management believes that they do not have any material adverse impact on the Group's financial position.

## 5.6 Events after the financial year

On January 2, 2024, Aspo signed a revolving credit facility agreement amounting to EUR 20 million. The credit is being granted by Nordea Bank Abp. The maturity of the revolving credit facility agreement is two years plus an option for one additional year. The agreement will replace a prior revolving credit facility agreement of the same amount which had remained unused.

On February 8, 2024, Aspo announced that Varma Mutual Pension Insurance Company has agreed to co-invest EUR 15 million alongside OP Finland Infrastructure LP in Aspo's subsidiary ESL Shipping. As a result, the combined investment into ESL Shipping managed by OP Finland Infrastructure LP rises to total of EUR 45 million at the closing of the transaction. The combined EUR 45 million investment managed by OP Finland Infrastructure LP will be made against issuance of new shares in ESL Shipping with an agreed pre-money equity valuation of EUR 165 million, corresponding to a 21.43% ownership stake in ESL Shipping.

## 5.7 Changes in IFRS standards

### NEW AND AMENDED STANDARDS ADOPTED DURING THE FINANCIAL YEAR

No new standards have been adopted by the Group for the first time in the annual reporting period commencing January 1, 2023. The following amendments to standards have been applied for the first time in the accounting period commencing January 1, 2023.

- *Amendments to IAS 12 Deferred Tax related to Assets and Liabilities Arising from a Single Transaction.* Under the amendments, an entity does not apply the initial recognition exemption for transactions that give rise to equal taxable and deductible temporary differences. The amendment has impact on the consolidated financial statements upon recognition of a lease liability and the corresponding right-of-use asset in accordance with IFRS 16 at the commencement date of a lease. The amendments are effective on January 1, 2023. Deferred tax receivables and deferred tax liabilities arising from lease agreements are presented gross in Note 4.8 Deferred taxes.
- *Classification of Liabilities as Current or Non-Current – Amendment to IAS 1,* which will become effective on January 1, 2024. The amendment clarifies that the classification of loans as current or non-current should be based on rights that are in existence at the end of the reporting period and that the classification is unaffected by management's expectations or events after the reporting date. The amendment had no material effect on the classification of Aspo's loans as current and non-current.
- *Non-current Liabilities with Covenants – Amendment to IAS 1,* which will become effective on January 1, 2024. The amendments specify that only covenants that an entity is required to comply with on or before the end of the reporting period affect the entity's right to defer settlement of a liability for at least twelve months after the reporting date (and therefore must be considered in assessing the classification of the liability as current or noncurrent). The IASB also specifies that the right to defer settlement of a liability for at least twelve months after the reporting date is not affected if an entity only has to comply with a covenant after the reporting period. However, if the entity's right to defer settlement of a liability is subject to the entity complying with covenants within twelve months after the reporting period, an entity discloses information that enables users of financial statements to understand the risk of the liabilities becoming repayable within twelve months after the reporting period. Aspo has added information related to covenants to these consolidated financial statements in Note 5.1 Financial risks and the management of financial risks.

## CHANGES IN IFRS STANDARDS AND IFRIC INTERPRETATIONS, THAT BECOME EFFECTIVE EARLIEST IN THE NEXT FINANCIAL YEAR

The Group will adopt the following changes in standards when they become effective:

- *Amendments to IFRS 10 and IAS 28 – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture.* The amendments to IFRS 10 and IAS 28 deal with situations where there is a sale or contribution of assets between an investor and its associate or joint venture. The effective date of the amendments has yet to be set by the IASB. Management expects that the adoption of the amendments may have an impact on the consolidated financial statements in future financial years, if such transactions occur.
- *Amendments to IFRS 16 Leases—Lease Liability in a Sale and Leaseback.* The amendments clarify how a seller-lessee subsequently measures sale and leaseback transactions that satisfy the requirements in IFRS 15 to be accounted for as a sale. These amendments require a seller-lessee to subsequently measure lease liabilities arising from a leaseback in a way that it does not recognise any amount of the gain or loss that relates to the right of use it retains. The new requirements do not prevent a seller-lessee from recognising in profit or loss any gain or loss relating to the partial or full termination of a lease. The amendments are effective for annual reporting periods beginning on or after 1 January 2024. Earlier application is permitted. Management expects that the adoption of the amendments may have an impact on the consolidated financial statements in future financial years, if such transactions occur.
- *Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures—Supplier Finance Arrangements.* The amendments add a disclosure objective to IAS 7 stating that an entity is required to disclose information about its supplier finance arrangements that enables users of financial statements to assess the effects of those arrangements on the entity's liabilities and cash flows. In addition, IFRS 7 was amended to add supplier finance arrangements as an example within the requirements to disclose information about an entity's exposure to concentration of liquidity risk. To meet the disclosure objective, an entity will be required to disclose in aggregate for its supplier finance arrangements regarding supplier finance arrangements and liquidity risk information. The amendments are applicable for the annual reporting period beginning on 1 January 2024. The company's management anticipates that the application of these changes could possibly affect the consolidated financial statements in the coming periods, even though the group does not have significant financing arrangements with suppliers or service providers.
- *Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates—Lack of Exchangeability.* The amendments specify when a currency is exchangeable into another currency and when it is not. A currency is exchangeable when an entity is able to exchange that currency for the other currency through markets or exchange mechanisms that create enforceable rights and obligations without undue delay at the measurement date and for a specified purpose. A currency is not exchangeable into the other currency if an entity can only obtain an insignificant amount of the other currency. When a currency is not exchangeable at the measurement date, an entity estimates the spot exchange rate as the rate that would have applied to an orderly transaction between market participants at the measurement date and that would faithfully reflect the economic conditions prevailing. Following the amendments, the group is required to disclose information that would enable users of its financial statements to evaluate how a currency's lack of exchangeability affects, or is expected to affect, its financial performance, financial position and cash flows. The amendments are effective for the annual reporting period beginning on 1 January 2025. Earlier application is permitted. The company's management anticipates that the application of these amendments may have an impact on the group's consolidated financial statements in future periods.

# Parent company's financial statements

## Parent company's income statement

EUR	Note	Jan 1–Dec 31, 2023	Jan 1–Dec 31, 2022
<b>Net sales</b>	1.1	<b>673,144.42</b>	628,666.56
Other operating income	1.2	<b>573,680.99</b>	698,117.32
Employee benefit expenses	1.3	<b>-2,133,482.37</b>	-2,982,759.80
Depreciation and amortization	1.4	<b>-39,972.32</b>	-30,117.42
Other operating expenses	1.5	<b>-3,856,496.94</b>	-3,487,439.99
<b>Operating loss</b>		<b>-4,783,126.22</b>	-5,173,533.33
Financial income and expenses	1.6	<b>4,702,033.67</b>	10,217,916.42
<b>Profit before appropriations and taxes</b>		<b>-81,092.55</b>	5,044,383.09
Appropriations	1.7	<b>1,550,000.00</b>	2,500,000.00
<b>Profit for the period</b>		<b>1,468,907.45</b>	7,544,383.09

# Parent company's balance sheet

## ASSETS

EUR	Note	Dec 31, 2023	Dec 31, 2022
<b>Non-current assets</b>			
Intangible assets	2.1	<b>56,122.14</b>	29,382.32
Tangible assets	2.1	<b>103,427.53</b>	106,538.75
Investments	2.2	<b>81,818,131.57</b>	81,818,131.57
<b>Total non-current assets</b>		<b>81,977,681.24</b>	81,954,052.64
<b>Current assets</b>			
Receivables from Group companies, non-current	2.3	<b>104,092,786.00</b>	102,773,786.00
Receivables from Group companies, current	2.3	<b>7,812,027.55</b>	15,696,075.74
Other current receivables	2.3	<b>223,377.72</b>	384,580.49
Cash and cash equivalents		<b>13,750,585.05</b>	9,437,636.18
<b>Total current assets</b>		<b>125,878,776.32</b>	128,292,078.41
<b>Total assets</b>		<b>207,856,457.56</b>	210,246,131.05

## EQUITY AND LIABILITIES

EUR	Note	Dec 31, 2023	Dec 31, 2022
<b>Equity</b>			
Share capital	2.4	<b>17,691,729.57</b>	17,691,729.57
Share premium reserve	2.4	<b>4,351,173.64</b>	4,351,173.64
Invested unrestricted equity reserve	2.4	<b>21,150,592.47</b>	21,370,305.29
Retained earnings	2.4	<b>7,742,502.38</b>	14,429,524.05
Profit for the period		<b>1,468,907.45</b>	7,544,383.09
<b>Total equity</b>		<b>52,404,905.51</b>	65,387,115.64
<b>Provisions</b>	2.5	<b>57,342.94</b>	318,262.50
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Bonds	2.6		14,982,968.75
Hybrid bond	2.6	<b>30,000,000.00</b>	30,000,000.00
Loans from financial institutions	2.6	<b>70,000,000.00</b>	72,500,000.00
<b>Total non-current liabilities</b>		<b>100,000,000.00</b>	117,482,968.75
<b>Current liabilities</b>			
Liabilities to Group companies	2.7	<b>24,997,410.28</b>	11,803,547.40
Bonds	2.7	<b>14,992,778.75</b>	
Loans from financial institutions	2.7	<b>12,500,000.00</b>	12,500,000.00
Accounts payable		<b>99,487.30</b>	32,355.69
Other liabilities		<b>79,730.45</b>	67,580.94
Deferred liabilities	2.7	<b>2,724,802.33</b>	2,654,300.13
<b>Total current liabilities</b>		<b>55,394,209.11</b>	27,057,784.16
<b>Total liabilities</b>		<b>155,394,209.11</b>	144,540,752.91
<b>Total equity and liabilities</b>		<b>207,856,457.56</b>	210,246,131.05

# Parent company's cash flow statement

EUR	Jan 1–Dec 31, 2023	Jan 1–Dec 31, 2022
<b>Cash flows from/used in operating activities</b>		
Operating loss	-4,783,126.22	-5,173,533.33
Adjustments to operating loss	-220,947.24	95,051.92
Change in working capital	-503,635.03	-999,185.97
Interest paid	-7,558,673.66	-4,708,376.29
Interest received	5,234,524.57	1,778,131.91
Dividends received	14,000,000.00	12,000,000.00
<b>Net cash from operating activities</b>	<b>6,168,142.42</b>	2,992,088.24
<b>Cash flows from/used in investing activities</b>		
Investments in tangible and intangible assets	-65,858.50	-30,558.63
Aineellisten ja aineettomien hyödykkeiden luovutustulot	2,257.58	
Proceeds from sale of subsidiary shares		-968,600.00
Loans granted	-38,000,000.00	-48,200,000.00
Proceeds from loans	36,681,000.00	47,465,000.00
<b>Net cash used in investing activities</b>	<b>-1,382,600.92</b>	-1,734,158.63

EUR	Jan 1–Dec 31, 2023	Jan 1–Dec 31, 2022
<b>Cash flows from/used in financing activities</b>		
Repayment of non-current loans from Group companies		-854,000.00
Proceeds from non-current loans	30,000,000.00	
Repayment of non-current loans	-32,500,000.00	-2,500,000.00
Change in current receivables from Group companies	763,990.17	3,470,711.37
Change in current liabilities to Group companies	13,214,534.78	-2,199,993.67
Proceeds from current loans		10,000,000.00
Proceeds from issuance of commercial papers		30,000,000.00
Repayment of commercial papers		-35,000,000.00
Proceeds from Hybrid bond issue		30,000,000.00
Repayment of Hybrid bond		-20,000,000.00
Group contributions received	2,500,000.00	3,030,000.00
Dividends paid	-14,444,211.60	-14,108,588.05
Omien osakkeiden hankinta	-308,100.66	
Proceeds from sale of treasury shares	301,194.68	301,100.80
<b>Net cash used in financing activities</b>	<b>-472,592.63</b>	2,139,230.45
<b>Change in cash and cash equivalents</b>	<b>4,312,948.87</b>	3,397,160.06
Cash and cash equivalents Jan 1	9,437,636.18	6,040,476.12
<b>Cash and cash equivalents at year-end</b>	<b>13,750,585.05</b>	9,437,636.18

# Notes to the parent company's financial statements

## ACCOUNTING PRINCIPLES

### Basis of accounting

Aspo Plc's financial statements have been compiled in accordance with Finnish Accounting Standards (FAS). The accounting principles have not changed from the previous year. Aspo Plc is the parent company of Aspo Group. All figures in the financial statements are presented in full values. When appropriate, the financial statements of Aspo Plc comply with the Group's accounting principles based on IFRS. Below are described those accounting principles in which the financial statements of Aspo Plc differ from the accounting principles of the Group. The accounting principles for the consolidated financial statements are presented in the notes to the consolidated financial statements. When compiling the financial statements, the management of the company must, in accordance with valid regulations and good accounting practice, make estimates and assumptions that affect the measurement and accruing of financial statement items. The outcome may differ from the estimates.

### Investments

Subsidiary shares and other shares and participations included in non-current investments are measured at the lower of the acquisition cost or the fair value.

### Leasing

Lease payments are recognized as rent expenses during the lease period and included in other operating expenses.

### Provisions

Provisions include items that are either based on contracts or otherwise binding obligations but have not yet realized. Changes in provisions are recognized in the income statement.

### Share-based payments

In the parent company's financial statements, share-based payment expenses are recognized as expenses for the financial year, during which the obligation to pay remunerations is generated. Share-based payment expenses are recognized as provisions if the shares have not been transferred yet. The right to tax deductibility is established when the shares are transferred. The reward is settled

partly in shares of the company and partly in cash, with cash being paid to fulfil the withholding tax obligation. The settlement of the reward in the company's own shares does not give rise to an accounting transaction.

### Income taxes

The income taxes in the income statement include taxes calculated on profit for the period based on Finnish tax legislation and considering losses carried forward, as well as adjustment of taxes from previous financial years.

### Hybrid bond

The hybrid bond is presented in the parent company's balance sheet as liabilities and the related interest is presented as financial expenses in the income statement.

### Cash pool arrangement

The Group has a cash pool arrangement, to facilitate an efficient liquid asset management between the parent and its subsidiaries. The cash pool balances of the subsidiaries are presented in the parent company's balance sheet as either cash pool receivables or liabilities.

### Measurement of financial instruments

Fair value measurement compliant with Chapter 5, section 2a of the Accounting Act is applied to the accounting treatment of financial derivatives, and changes in their fair value are entered in the income statement. Financial derivatives are measured at the market prices at the balance sheet date.



## 1.1 Net sales

### ■ NET SALES

EUR	2023	2022
Net sales	<b>673,144.42</b>	628,666.56
<b>Distribution of net sales by market area %</b>		
Finland	<b>100</b>	100

## 1.2 Other operating income

### ■ OTHER OPERATING INCOME

EUR	2023	2022
Rental income from Group companies	<b>524,932.10</b>	627,386.21
Other operating income	<b>48,748.89</b>	70,731.11
<b>Total</b>	<b>573,680.99</b>	698,117.32

## 1.3 Information about personnel and management

### ■ EMPLOYEE BENEFIT EXPENSES

EUR	2023	2022
Wages and salaries	<b>-1,572,569.76</b>	-1,983,249.77
Share-based payments	<b>-129,326.74</b>	-440,562.11
Profit bonus paid to the personnel fund	<b>-27,516.73</b>	-19,202.64
Pension expenses	<b>-430,695.50</b>	-462,829.23
Other social security expenses	<b>26,626.36</b>	-76,916.05
<b>Total</b>	<b>-2,133,482.37</b>	-2,982,759.80

### ■ MANAGEMENT COMPENSATION

EUR	2023	2022
CEOs, salaries	<b>442,764.60</b>	437,308.08
CEO, share-based payments	<b>521,613.50</b>	151,854.00
CEO, bonuses	<b>174,903.00</b>	78,246.00
Members of the Board of Directors, remunerations	<b>319,616.65</b>	304,673.68
<b>Total</b>	<b>1,458,897.75</b>	972,081.76

The CEO is entitled to a statutory pension, and the retirement age is determined according to the statutory earnings-related pension scheme.

### ■ AVERAGE NUMBER OF PERSONNEL DURING THE FINANCIAL YEAR

	2023	2022
Office staff	<b>8</b>	9

## 1.4 Depreciation and amortization

### DEPRECIATION AND AMORTIZATION

EUR	2023	2022
Amortization, other long-term expenditure	-39,118.68	-25,946.76
Depreciation, machinery and equipment	-853.64	-4,170.66
<b>Total</b>	<b>-39,972.32</b>	-30,117.42

## 1.5 Other operating expenses

### OTHER OPERATING EXPENSES

EUR	2023	2022
Rents	-844,061.31	-867,178.28
Administration and consultancy services	-2,323,314.22	-2,000,091.65
Other expenses	-689,121.41	-620,170.06
<b>Total</b>	<b>-3,856,496.94</b>	-3,487,439.99

### AUDITOR'S FEES

EUR	2023	2022
Audit fees	50,000.00	73,863.33
Other services	56,550.00	20,840.50
<b>Total</b>	<b>106,550.00</b>	94,703.83

The authorized public accountant firm Deloitte Oy is the company's auditor. The audit fee was EUR 50 (74) thousand.

## 1.6 Financial income and expenses

### FINANCIAL INCOME AND EXPENSES

EUR	2023	2022
<b>Financial income</b>		
<b>Dividend income</b>		
From Group companies	7,600,000.00	16,000,000.00
<b>Total</b>	<b>7,600,000.00</b>	16,000,000.00
<b>Other interest and financial income</b>		
From Group companies	4,816,994.16	1,798,242.55
Guarantee service fee	117,730.60	
Exchange rate gains	5,213.41	576.08
From others	290,169.96	24,820.92
<b>Total</b>	<b>5,230,108.13</b>	1,823,639.55
<b>Total financial income</b>	<b>12,830,108.13</b>	17,823,639.55
<b>Financial expenses</b>		
<b>Interest expenses and other financial expenses</b>		
To Group companies	-403,003.21	-34,429.08
To others	-7,725,071.25	-7,571,294.05
<b>Total</b>	<b>-8,128,074.46</b>	-7,605,723.13
<b>Total financial expenses</b>	<b>-8,128,074.46</b>	-7,605,723.13
<b>Total financial income and expenses</b>	<b>4,702,033.67</b>	10,217,916.42

Kauko Oy's sales loss of EUR 3.0 million is included in financial expenses in 2022.

## 1.7 Appropriations

### APPROPRIATIONS

EUR	2023	2022
Group contributions received	1,550,000.00	2,500,000.00
<b>Total</b>	<b>1,550,000.00</b>	2,500,000.00

## 2.1 Intangible and tangible assets

### ■ INTANGIBLE AND TANGIBLE ASSETS 2023

EUR	Intangible rights	Other long-term expenditure	Total intangibles	Land	Buildings	Machinery and equipment	Other tangible assets	Total tangibles
Acquisition cost, Jan. 1	201,058.04	135,459.44	336,517.48	1,907.55	12,142.02	170,841.18	103,136.46	288,027.21
Additions		1,530.00	1,530.00					
Transfers between classes		64,328.50	64,328.50					
Decreases		-124,008.84	-124,008.84			-145,817.62	-2,257.58	-148,075.20
<b>Acquisition cost, Dec. 31</b>	<b>201,058.04</b>	<b>77,309.10</b>	<b>278,367.14</b>	<b>1,907.55</b>	<b>12,142.02</b>	<b>25,023.56</b>	<b>100,878.88</b>	<b>139,952.01</b>
Accumulated depreciation, Jan. 1	-201,058.04	-106,077.12	-307,135.16		-12,142.02	-169,346.44		-181,488.46
Accumulated depreciation of decreases		124,008.84	124,008.84			145,817.62		145,817.62
Depreciation and amortization for the period		-39,118.68	-39,118.68			-853.64		-853.64
<b>Accumulated depreciation, Dec. 31</b>	<b>-201,058.04</b>	<b>-21,186.96</b>	<b>-222,245.00</b>		<b>-12,142.02</b>	<b>-24,382.46</b>		<b>-36,524.48</b>
<b>Carrying amount, Dec. 31, 2023</b>	<b>0.00</b>	<b>56,122.14</b>	<b>56,122.14</b>	<b>1,907.55</b>	<b>0.00</b>	<b>641.10</b>	<b>100,878.88</b>	<b>103,427.53</b>

### ■ INTANGIBLE AND TANGIBLE ASSETS 2022

EUR	Intangible rights	Other long-term expenditure	Total intangibles	Land	Buildings	Machinery and equipment	Other tangible assets	Total tangibles
Acquisition cost, Jan. 1	201,058.04	135,459.44	336,517.48	1,387.55	12,142.02	170,841.18	73,097.83	257,468.58
Additions				520.00			30,038.63	30,558.63
<b>Acquisition cost, Dec. 31</b>	<b>201,058.04</b>	<b>135,459.44</b>	<b>336,517.48</b>	<b>1,907.55</b>	<b>12,142.02</b>	<b>170,841.18</b>	<b>103,136.46</b>	<b>288,027.21</b>
Accumulated depreciation, Jan. 1	-201,058.04	-80,130.36	-281,188.40		-12,142.02	-165,175.78		-177,317.80
Depreciation and amortization for the period		-25,946.76	-25,946.76			-4,170.66		-4,170.66
<b>Accumulated depreciation, Dec. 31</b>	<b>-201,058.04</b>	<b>-106,077.12</b>	<b>-307,135.16</b>		<b>-12,142.02</b>	<b>-169,346.44</b>		<b>-181,488.46</b>
<b>Carrying amount, Dec. 31, 2022</b>	<b>0.00</b>	<b>29,382.32</b>	<b>29,382.32</b>	<b>1,907.55</b>	<b>0.00</b>	<b>1,494.74</b>	<b>103,136.46</b>	<b>106,538.75</b>

## 2.2 Investments

### INVESTMENTS

EUR	Subsidiary shares	Other shares	Total
Carrying amount, Jan. 1	81,657,131.12	161,000.45	81,818,131.57
<b>Carrying amount, Dec. 31, 2023</b>	<b>81,657,131.12</b>	<b>161,000.45</b>	<b>81,818,131.57</b>
Carrying amount, Jan. 1	83,243,469.45	161,000.45	83,404,469.90
Lisäykset/myynnit	-1,586,338.33		-1,586,338.33
<b>Carrying amount, Dec. 31, 2022</b>	<b>81,657,131.12</b>	<b>161,000.45</b>	<b>81,818,131.57</b>

Kauko Oy's shares were sold during the 2022 financial year.

Subsidiaries of Aspo Oyj	Share
ESL Shipping Ltd, Helsinki	100%
Telko Ltd, Espoo	100%
SuHi- Suomalainen Hiili Oy, Helsinki	100%
Leipurin Plc, Helsinki	100%
Aspo Services Ltd, Helsinki	100%

## 2.3 Receivables

### ■ NON-CURRENT RECEIVABLES

EUR	2023	2022
<b>Receivables from Group companies</b>		
Loan receivables	104,092,786.00	102,773,786.00
<b>Total non-current receivables</b>	<b>104,092,786.00</b>	102,773,786.00

### ■ CURRENT RECEIVABLES

EUR	2023	2022
<b>Receivables from Group companies</b>		
Interest receivables	47,583.56	52,000.00
Dividend receivables	5,600,000.00	12,000,000.00
Group contribution receivables	1,550,000.00	2,500,000.00
Cash pool receivables	380,085.57	1,144,075.74
Accounts receivables	234,358.42	
<b>Total</b>	<b>7,812,027.55</b>	15,696,075.74
<b>Other receivables</b>	<b>15,707.84</b>	138,437.28
<b>Deferred receivables</b>		
Personnel costs		3,002.80
Other deferred receivables	207,669.88	243,140.41
<b>Total other current receivables</b>	<b>223,377.72</b>	384,580.49
<b>Total current receivables</b>	<b>8,035,405.27</b>	16,080,656.23

## 2.4 Equity

### ■ EQUITY

EUR	2023	2022
Share capital, Jan. 1	17,691,729.57	17,691,729.57
<b>Share capital, Dec. 31</b>	<b>17,691,729.57</b>	17,691,729.57
Share premium reserve, Jan. 1	4,351,173.64	4,351,173.64
<b>Share premium reserve, Dec. 31</b>	<b>4,351,173.64</b>	4,351,173.64
Invested unrestricted equity reserve, Jan. 1	21,370,305.29	21,324,170.25
Share-based payments, gain on sale of treasury shares	88,387.84	46,135.04
Purchase of own shares	-308,100.66	
<b>Invested unrestricted equity reserve, Dec. 31</b>	<b>21,150,592.47</b>	21,370,305.29
Retained earnings, Jan. 1	21,973,907.14	28,283,146.34
Share-based payments	212,806.84	254,965.76
Dividend distribution	-14,444,211.60	-14,108,588.05
<b>Retained earnings, Dec. 31</b>	<b>7,742,502.38</b>	14,429,524.05
<b>Profit for the period</b>	<b>1,468,907.45</b>	7,544,383.09
<b>Total equity</b>	<b>52,404,905.51</b>	65,387,115.64

### ■ CALCULATION REGARDING DISTRIBUTABLE EQUITY

EUR	2023	2022
Invested unrestricted equity reserve	21,150,592.47	21,370,305.29
Retained earnings	7,742,502.38	14,429,524.05
Profit for the period	1,468,907.45	7,544,383.09
<b>Total</b>	<b>30,362,002.30</b>	43,344,212.43

## 2.5 Provisions

### PROVISIONS

EUR	2023	2022
Share based incentive plan	<b>57,342.94</b>	318,262.50
<b>Total</b>	<b>57,342.94</b>	318,262.50

## 2.6 Non-current liabilities

### NON-CURRENT LIABILITIES

EUR	2023	2022
Bonds		14,982,968.75
Hybrid bond	<b>30,000,000.00</b>	30,000,000.00
Loans from financial institutions	<b>70,000,000.00</b>	72,500,000.00
<b>Yhteensä</b>	<b>100,000,000.00</b>	117,482,968.75
<b>Total non-current liabilities</b>	<b>100,000,000.00</b>	117,482,968.75

In the reporting period Aspo signed a loan agreement of EUR 30 million for a three-year loan period extending the maturity of Aspo's loan portfolio. The loan was taken for general corporate purposes and for refinancing a loan of similar value. The loan will be paid back at the end of the loan period.

During 2022, Aspo restructured a bilateral bank loan of EUR 20 million, about to mature in 2023, with a new bilateral revolving credit facility which will mature in 2025. The loan agreement also includes two options for a one-year extension.

In June 2022, Aspo issued a new EUR 30 million hybrid bond, with a coupon rate of 8.75% per annum. The hybrid bond has no maturity, but the company may exercise an early redemption option in June 2025 at the earliest. Aspo's earlier hybrid bond of EUR 20 million was redeemed on May 2, 2022.

## 2.7 Current liabilities

### ■ CURRENT LIABILITIES

EUR	2023	2022
<b>Loans from financial institutions</b>		
Loans from financial institutions	12,500,000.00	12,500,000.00
Bonds	14,992,778.75	
<b>Total</b>	<b>27,492,778.75</b>	12,500,000.00

On September 25, 2019, Aspo Plc issued a EUR 15 million unsecured private placement bond as part of the group bond of EUR 40 million guaranteed by Garantia Insurance Company. The bond pays fixed interest rate and matures on September 25, 2024.

EUR	2023	2022
<b>Liabilities to Group companies</b>		
Cash pool accounts	24,997,364.15	11,782,829.37
Accounts payable	46.13	20,718.03
<b>Total</b>	<b>24,997,410.28</b>	11,803,547.40
<b>Deferred liabilities</b>		
Interest	2,194,951.13	1,635,360.33
Personnel expenses	422,175.63	917,058.18
Other	107,675.57	101,881.62
<b>Total</b>	<b>2,724,802.33</b>	2,654,300.13

## 2.8 Guarantees and contingent liabilities

### ■ LEASE LIABILITIES

EUR	2023	2022
Payable within one year	1,035,556.90	1,008,918.84
Payable later	2,737,718.48	276,626.72
<b>Total</b>	<b>3,773,275.38</b>	1,285,545.56

### ■ GUARANTEES ON OWN BEHALF

EUR	2023	2022
Guarantees	117,439.40	94,911.34
<b>Total</b>	<b>117,439.40</b>	94,911.34

### ■ GUARANTEES ON BEHALF OF GROUP COMPANIES

EUR	2023	2022
Guarantees	86,643,167.89	78,467,668.35
<b>Total</b>	<b>86,643,167.89</b>	78,467,668.35



**Signature of the Financial Statements and the Management Report**

Helsinki, February 15, 2024

Heikki Westerlund  
Chairman of the Board

Patricia Allam  
Board member

Tapio Kolunsarka  
Board member

Mikael Laine  
Board member

Salla Pöyry  
Board member

Kaarina Ståhlberg  
Board member

Tatu Vehmas  
Board member

Rolf Jansson  
CEO

**The Auditor's note**

Our auditor's report has been issued today.

Helsinki, 15 February 2024

Deloitte Oy  
Authorised public accountants

Jukka Vattulainen  
APA

# Auditor's report

(Translation from the Finnish original)

## To the Annual General Meeting of Aspo Oyj

### REPORT ON THE AUDIT OF FINANCIAL STATEMENTS

#### Opinion

We have audited the financial statements of Aspo Oyj (business identity code 1547798-7) for the year ended 31 December 2023. The financial statements comprise the consolidated statement of financial position, statement of comprehensive income, statement of changes in equity, statement of cash flows and notes, including a summary of material accounting policies, as well as the parent company's balance sheet, income statement, cash flow statement and notes to the financial statements.

In our opinion

- the consolidated financial statements give a true and fair view of the group's financial performance, financial position and cashflows in accordance with International Financial Reporting Standards as adopted by the EU; and
- 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 submitted to the Audit Committee.

#### 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 Financial Statements section of our report.

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.

According to our best knowledge and understanding all services other than the statutory audit we have provided for parent company and group companies comply with regulations governing the services other than the statutory audit in Finland. We have not provided any prohibited non-audit services referred to in Article 5(1) of regulation (EU) 537/2014. All services other than the statutory audit which we have provided have been disclosed in note 3.5. to the consolidated financial statements and in note 1.5 to the parent company's financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### 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.

We have also addressed the risk of management override of internal controls. This includes consideration of whether there was evidence of management bias that represented a risk of material misstatement due to fraud.

Key audit matter	How our audit addressed the key audit matter
<p><b>Goodwill impairment testing</b> Refer to the Aspo Oyj's consolidated financial statements' note 4.3.</p>	
<p>Consolidated financial statements as of 31.12.2023 includes Goodwill amounting to EUR 38,9 million (EUR 36,9 million). Management has conducted goodwill impairment testing and as a result of the testing conducted has not accounted for impairment over goodwill during financial year 1.1.-31.12.2023.</p> <p>Goodwill impairment testing requires substantial management judgment over the recoverable amounts which are for example associated to following assumptions and estimates:</p> <ul style="list-style-type: none"> <li>● Estimations over the projected future cash flow of the cash generating units;</li> <li>● Long term growth assumptions; and</li> <li>● Applied discount rate.</li> </ul> <p>For further details over the goodwill impairment testing conducted by the management is presented in the note 4.3. within the consolidated financial statements.</p>	<p>As part of our audit procedures, we have critically evaluated the estimates over the future recoverable cash flows and we have compared, that the forecasts used in the impairment tests are based on approved long-term forecast and budgets approved. We have assessed appropriateness of impairment testing calculations.</p> <p>We have assessed the impairment testing of goodwill booked to the consolidated financial statements as at 31.12.2023 by:</p> <ul style="list-style-type: none"> <li>● Evaluating the key assumptions applied per segment applied;</li> <li>● Assessing the growth estimates and comparing them to historical performance;</li> <li>● Comparing applied discount rates to independent third-party sources;</li> <li>● Assessing the sensitivity analysis over the long-term assumptions and discount rate; and</li> <li>● We have used Deloitte's fair value specialist to ensure that the discount rates and long-term growth assumptions are in line with the market information.</li> </ul> <p>We have also assessed the sensitivity analysis, which is disclosed in the consolidated financial statements note 4.3. for the factors where a reasonably possible change in certain variables could lead to significant impairment.</p>

Key audit matter	How our audit addressed the key audit matter
<p><b>Discontinued Operations</b> Refer to the Aspo Oyj's consolidated financial statements' note 1.3.</p>	
<p>In the beginning of the year 2023, Aspo established a new reporting segment called Non-core businesses which consists of Telko Russia and Belarus as well as Kauko GmbH previously reported in the Telko segment, Leipurin Russia, Belarus and Kazakhstan previously reported in the Leipurin segments well as SEL Shipping Russia previously reported in the ESL Shipping segment.</p> <p>Telko's subsidiary in Russia, which was part of the Non-core segment, was sold in April 2023 and operations of Telko's subsidiary located in Belarus were discontinued and was no longer consolidated to Aspo Group from 31.8.2023 onwards.</p> <p>In addition, due to the current circumstances, Aspo has concluded that it has lost the control in accordance with IFRS 10 over Leipurin Russia, Belarus and Kazakhstan entities as per 31.12.2023.</p> <p>Negative impact on profit and loss for the financial year 1.1.-31.12.2023 resulting from sales and loss of control described above was EUR 14.5 million, which is disclosed as part of result from discontinued operations.</p> <p>Changes in group structure and accounting treatment of discontinued operations is a key audit matter due to the substantial management judgement required, and significant impact on the consolidated financial statements resulting from accounting treatment of changes in group structure in accordance with IFRS 10 and classification of discontinued operations and assets held for sale in accordance with IFRS 5.</p>	<p>Our audit procedures have consisted e.g. the following amongst others:</p> <ul style="list-style-type: none"> <li>● We gained an understanding of the group's accounting principles related to divestments and loss of control;</li> <li>● Regarding the major divested and discontinued businesses, we assessed how the management has applied accounting principles and assumptions related to accounting principles with relation to requirements of IFRS 10;</li> <li>● Regarding the major divested and discontinued businesses, we tested the sales result determined by the management and the effect of the transaction on goodwill and translation differences on consolidated financial statements; and</li> <li>● We evaluate the appropriate presentation of discontinued operations in the financial statements in accordance with IFRS 5.</li> </ul>

Key audit matter	How our audit addressed the key audit matter
<p><b>Revenue recognition (continuing operations)</b> Refer to consolidated financial statements' note 3.1.</p> <p>In the financial year 2023 Aspo Group's revenue from continuing operations amounted to EUR 536,4 million (EUR 560,7 million), which mainly consists of sale of goods, but also from services sold to customers.</p> <p>Revenue from sale of goods is recognized when the control of the underlying products has been transferred to the customer. Revenue from services is recognized after the service has been rendered.</p> <p>Revenue is Group's key performance indicator, which may be an incentive for premature revenue recognition.</p>	<p>We have assessed the internal controls of Aspo Group's information technology systems relating to sales process and revenue recognition focusing of access controls and change management controls.</p> <p>We have assessed the design of main controls relating to major revenue streams and assessed the operating effectiveness of these controls.</p> <p>We have assessed of the compliance of company's accounting policies over revenue recognition and comparison with applicable accounting standards.</p> <p>We have audited correctness of timing and amounts of revenue recognized based on samples and substantive analytical audit procedures and comparison with applicable accounting standards.</p> <p>As part of our audit of revenue recognition policies we have compared of sales transactions in the bookkeeping records against customer contracts and verification of acceptance of deliveries.</p> <p>We have assessed appropriateness and adequacy of consolidated financial statement notes related to revenue.</p>
<p>We have not identified significant risks of material misstatement in accordance with EU Audit Regulation (537/2014) Article 10 paragraph 2 c in the parent company's financial statements.</p>	

### Responsibilities of the Board of Directors and the Chief Executive Officer for the financial statements

The Board of Directors and the Chief Executive Officer are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with International Financial Reporting 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 Chief Executive Officer 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 Chief Executive Officer are responsible for assessing the parent company's and the group's ability to continue as 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 cease operations, or there is no realistic alternative but to do so.

### Auditor's responsibilities in the audit of financial statements

Our objectives are to obtain reasonable assurance on 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the 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 Chief Executive Officer 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 company 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance 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 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

### Information on our audit engagement

We have been appointed as auditors by the Annual General Meeting of Aspo Oyj on 4 May 2020, and our appointment represents a total period of uninterrupted engagement of 4 years.

### Other information

The Board of Directors and the Chief Executive Officer are responsible for the other information. The other information comprises information included in the report of the Board of Directors and in the Aspo's Year 2023 publication but does not include the financial statements and our report thereon. We obtained the report of the Board of Directors prior to the date of the auditor's report, and the Aspo's Year 2023 publication is expected to be made available to us after the date of the auditor's report.

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 identified above 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 report of the Board of Directors, our responsibility also includes considering whether the report of the Board of Directors has been prepared in accordance with the applicable laws and regulations.

In our opinion, the information in the report of the Board of Directors is consistent with the information in the information in the financial statements and the report of the Board of Directors has been prepared in accordance with the applicable laws and regulations.

If, based on the work we have performed, we conclude that there is a material misstatement in of the information included in the report of the Board of Directors, we are required to report this fact. We have nothing to report in this regard.

Helsinki, 15 February 2024

Deloitte Oy  
Audit Firm

Jukka Vattulainen  
Authorised Public Accountant (KHT)

# Information for investors

## ASPO PLC'S INVESTOR RELATIONS

The disclosure policy of Aspo Plc describes the general principles and procedures that the Company adheres to in its communication with the capital markets and its main stakeholders. The disclosure policy can be found on company's website.

The key principles of Aspo's investor communications are transparency, accuracy and fairness. Aspo meets and proactively interacts with the capital markets and the media. The aim of Aspo's communications is to support the fair value of the Company's shares by providing the capital markets with correct, sufficient and relevant information on Aspo's operations, strategy, targets, operational environment and financial position.

Aspo's Investor communications manages the arrangements of the Capital Markets Days and other events for investors and analysts, and analyzes market information and investor feedback for the use of Aspo Group's management and Board of Directors.

## SILENT PERIOD

Aspo has adopted a silent period of 30 days prior to the publication of results. During this period, no comments on the financial situation, company's outlook or estimates will be made. During this period, the company does not meet investors, analysts or media in events where these issues are discussed.

## FURTHER INVESTOR INFORMATION

Aspo's website at [www.aspo.com](http://www.aspo.com) offers also versatile further investor information, such as the latest share information and consensus estimates based on expectations and predictions by the analysts following Aspo. At the web address [www.aspo.com](http://www.aspo.com) it is also possible to order all stock exchange releases and press releases to your e-mail.

## ANNUAL SHAREHOLDERS' MEETING

The Aspo Plc Annual Shareholders' Meeting will be held on Friday, April 12, 2024 at 10 a.m. at Pörssitalo, Helsinki. A shareholder wishing to participate in the Annual Shareholders' Meeting shall register for the Annual Shareholders' Meeting and, if applicable, vote in advance no later than at 4 p.m. Finnish time on April 5, 2024, by which time the registration and the advance votes shall be received. More detailed instructions for shareholders will be provided in the notice of the meeting which will be released on March 21, 2024. A proxy form and advance voting form will be available on the company's website at [www.aspo.com/shareholdersmeeting](http://www.aspo.com/shareholdersmeeting) on March 22, 2024, at the latest.

## DIVIDEND PAYMENTS

The Board of Directors proposes to the Annual Shareholders' Meeting to be held on April 12, 2024, that EUR 0.24 per share be distributed in dividends for 2023. In addition, the Board of Directors proposes that the Annual Shareholders' Meeting authorizes the Board of Directors to decide on a possible distribution of capital from the invested unrestricted equity fund in the maximum amount of EUR 0.23 per share on a later date, if aligned with the growth strategy execution and considering the long term benefit of Aspo's shareholders. If the maximum amount is distributed, a total maximum of EUR 0.47 (0.46) per share would be distributed in dividends and return of capital for the 2023 financial year. The authorization would be valid until the next Annual Shareholders' Meeting.

The dividend of EUR 0.24 per share would be paid to shareholders who are registered in the shareholders' register maintained by Euroclear Finland Ltd on the record date of April 16, 2024. The Board of Directors proposes that the dividend be paid on April 23, 2024. The Board of

Directors will decide at its meeting scheduled to be held latest in November 2024, on the possible distribution of capital from the invested unrestricted equity fund in the maximum amount of EUR 0.23 per share, which would be paid in November 2024 to shareholders who are registered in the shareholders' register maintained by Euroclear Finland Ltd on the record date.

## FINANCIAL REPORTING IN 2024

- Financial Statement Release was published on February 16, 2024
- Financial Statements and Sustainability report 2023 were published on March 7, 2024
- Interim Report for January–March on Tuesday, May 7, 2024
- Half Year Financial Report for January–June on Wednesday, August 14, 2024
- Interim Report for January–September on Tuesday, October 29, 2024

Aspo's financial information is published on the company's website at [www.aspo.com](http://www.aspo.com), including financial statements, interim reports, half year financial reports and stock exchange releases in Finnish and in English.

## CONTACT INFORMATION

For any further information concerning Aspo's investor relations issues, please contact:

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## BASIC SHARE INFORMATION

- Listed on: Nasdaq Helsinki Ltd
- Industry sector: Industrials
- Category: Mid Cap
- Trading code: ASPO
- ISIN code: FI0009008072