

The logo for Basware, featuring the word "basware" in a white, lowercase, sans-serif font inside a blue rounded rectangle.

basware

Simplify Operations, Spend Smarter.



Basware Corporation

DISCLOSURE POLICY

Basware Corporation Disclosure Policy

Owner: Chief Financial Officer	Document type: Public
Approved by: Board of Directors	Original document: 15 December 2019
Date: 23 November 2021	

This Disclosure Policy describes the main principles of Basware Corporation's ("Basware" or "the company") communications with capital market representatives, media and other relevant external stakeholders. This disclosure ensures that the company complies with all the applicable EU and Finnish legislation regarding stock exchange listed disclosure requirements.

This Disclosure Policy has been approved by the Board of Directors of Basware on 23 November 2021. The policy is reviewed by the Board of Directors' Audit Committee when needed.

1. Disclosure framework

Basware Corporation's shares are listed on Nasdaq Helsinki Ltd. In its communications and disclosure, Basware complies with the applicable EU and Finnish legislation, the rules and guidelines of Nasdaq Helsinki Ltd, the regulations and guidelines of the Finnish Financial Supervisory Authority and the Finnish Corporate Governance Code 2020.

2. Purpose and key principles

The purpose of Basware's Disclosure Policy, according to the disclosure framework of this policy, is to ensure that all market participants have access, simultaneously and without undue delay, to accurate, relevant, and sufficient information about the company's financial performance and operations. The company is committed to providing all market participants with equal access to all information that may have a significant effect on the value of the company's share. The company consistently discloses both positive and negative information to the market.

The company's official reporting language is Finnish, but the official material is produced mainly both in Finnish and English. Basware communicates both in English and in Finnish with the capital market representatives. Basware's website is the main channel for accessing the most up-to-date information concerning the company.

3. Communication practices

This paragraph describes Basware's communication practices for the financial reports, stock exchange releases, press releases, meetings with investors, analysts and media representatives, company spokespersons, future outlook, changes in the future outlook and profit warning and market estimates. The purpose of this paragraph is to provide an understanding of the most important communication practices of the company.

a. Financial reports

Basware discloses quarterly information on its financial results as a stock exchange release according to a preannounced schedule. This includes the company's half-year report, financial statement bulletin release, and Q1 and Q3 interim reports. The annual report, which includes the company's consolidated financial statements, the Report of the Board of Directors, Remuneration Report, and the corporate governance statement, is published once a year. The financial calendar for the upcoming financial year is announced before the end of the previous financial year and distributed as a stock exchange release. Financial reports are archived on the company's website for a minimum of five years, with some of them being archived for minimum of ten years.

b. Stock exchange releases

Basware discloses all information which may have a significant effect on the value of the company's financial instruments as a stock exchange release. This includes, for example, information concerning significant changes in the company's corporate strategy, financial outlook, business structure and organization as well as all information concerning corporate acquisitions and divestitures, restructuring measures, and the issuing of financial instruments. Changes in the company's Board of Directors, the Executive Team, and Auditor are also communicated through stock exchange releases. In addition, the company discloses all regulated information (e.g. major shareholdings, managers' transactions, notice of the general meeting, resolutions of the general meeting) as a stock exchange release. All stock exchange releases, including financial reports, are coordinated and published by the company's Investor Relations function. The company's CFO approves all stock exchange releases before publication. All stock exchange releases are archived on the company's website for a minimum of five years.

c. Press releases

Press releases published by the company contain other information of interest to general business media, trade media, customers, partners and potential customers. The company aims to announce major customer agreements with a press release, although most agreements remain confidential at the customer's request. The Communications function is responsible for authoring, publishing and distributing all press releases in its major media markets. However, field teams may, on occasion, issue press releases of local or regional interest to local media or trade publications after review by the Communications function.

d. Meetings with investors, analysts and media representatives

Basware actively meets with capital market representatives. All meetings with investors and analysts are centrally coordinated by the company's Investor Relations function. The company's Communications function coordinates meetings with media representatives. Communication at these meetings is based on information that has already been published by the company or is generally available to the public, such as the industry reports.

e. Spokespersons

The authority to make public statements on behalf of Basware as a group rests with the Chairman of the Board of Directors, CEO, CFO, the company's Investor Relations function, the company's Head of Communications, and any other Basware employee designated by any of the aforementioned members of Basware's corporate management. Members of the Executive Team may comment on their respective business areas. Country or regional managers may act as spokespersons for their respective country or region.

f. Future outlook

Basware presents a statement of the company's short-term future outlook in its financial reports. This statement provides an assessment of the company's probable future development for the ongoing financial year. These statements are approved by the company's Board of Directors.

g. Changes in future outlook and profit warning

Basware constantly monitors the group's financial performance, position and outlook. Should an unexpected and significant change, whether positive or negative, take place in the company's financial results or position compared to the assessment that an investor could reasonably be expected to make based on previously released information and providing that such change is likely to have a significant effect on the price of the company's share, the company issues a change of outlook.

A change of outlook, or profit warning, will also be issued if there is reason to believe that the company's financial results or position will differ from the company's short-term future outlook released earlier and if such difference, if it were to be made public, would have a significant effect on the price of the company's financial instruments. The Board of Directors is responsible for deciding whether to issue a profit warning. Any changes to future outlook are released as a stock exchange release in the form of a profit warning. A profit warning is inherently insider information.

h. Market estimates

Basware monitors market expectations. Should the market expectations or the underlying logic for market estimates differ substantially from the guidance given by the company, the company may, if deemed necessary, take actions in order to balance the market expectations. Only publicly disclosed material will be distributed to analysts and investors. Basware will review, upon request by an analyst, the earnings model of the analyst only for factual accuracy or information that is in the public domain. Basware assumes no responsibility for estimates or forecasts published by capital market representatives. Basware does not comment on the company's valuation or share price development, give preference to one particular analyst, or distribute analyst reports to the investment community.

4. Silent period

Basware applies a 30-day silent period before announcing its financial results (half-year report, Q1 and Q3 interim reports and financial statement bulletins). During this period, the company will not comment on its financial situation, business, or outlook, nor meet with investment analysts or capital market

representatives. If any event during the silent period requires immediate disclosure, the company publishes the information without undue delay in accordance with disclosure rules and may also comment on the event concerned.

5. Inside information and insiders

In insider matters, Basware complies with the applicable legislation, the standards of the Finnish Financial Supervisory Authority as well as Nasdaq Helsinki's Guidelines for Insiders. Inside information refers to all information of a precise nature, which has not been made public and relates, directly or indirectly, to one or more issuers or to one or more financial instruments and which, if made public, would be likely to have a significant effect on the price of the company's share. Basware discloses any possible inside information concerning the company as soon as possible as a stock exchange release. However, the company may, on its own responsibility and on a case-by-case basis, delay disclosure of inside information to the public in accordance with the conditions outlined in the Market Abuse Regulation ((EU) No 596/2014). Should the company decide to delay disclosure, the company documents and continuously monitors the preconditions of delayed disclosure. The company notifies the Finnish Financial Supervisory Authority of the delayed disclosure immediately after the information has been publicly disclosed.

a. Trading restrictions

Based on Market Abuse Regulation, persons discharging managerial responsibilities in the company, i.e. Basware's Board of Directors and the Executive Team, may not trade in any financial instruments in the company during a closed period of 30 calendar days before the announcement of the company's half-year report, financial statements, or Q1 and Q3 interim reports. In addition to persons discharging managerial responsibilities in the company, the trading restriction applies to the company's employees participating in the preparation, drawing-up, and disclosure of the company's financial reports and those who possess financial information of the company due to other responsibilities.

6. Rumors, market speculations, and information leaks

Basware does not comment on market rumors, share price development, the actions of specific competitors or customers, or analyst estimates, unless the company deems that it is necessary to correct any information that is clearly incorrect and providing such information is likely to have a significant effect on the price of the company's share. If the company learns that information that is likely to have a significant effect on the company's share price has, for whichever reason, been released selectively and discriminately, the company will disclose this information to the public as a stock exchange release without undue delay.

7. Crisis communication

Crisis communication is part of Basware's risk management strategy. Basware has a crisis communication plan and process for providing accurate and timely information externally and internally in the event of a crisis. The company's Communications function coordinates all communication in a crisis situation.

basware

Simplify Operations, Spend Smarter.

