

A close-up photograph of a car's interior, focusing on the steering wheel and the gear shift. The steering wheel is dark with a silver emblem on the left side. The gear shift is a manual transmission, and a hand is visible on the right side, gripping the shift knob. The image has a greenish tint and is overlaid with a white text box containing the title. Two horizontal lines, one green and one black, are positioned above and below the text respectively.

# CORPORATE GOVERNANCE STATEMENT 2020

## CORPORATE GOVERNANCE STATEMENT 2020

Kamux Corporation's ("the company" or "Kamux") corporate governance complies with the Finnish Limited Liability Companies Act, regulations concerning listed companies, the company's Articles of Association, and rules and regulations of Nasdaq Helsinki Ltd. In 2020, the company also followed the Finnish Corporate Governance Code 2020 issued by the Finnish Securities Market Association. An unofficial English translation of the Finnish Corporate Governance Code is available on the Security Market Association's website (<https://cgfinland.fi/>).

The Corporate Governance Statement is issued as a separate statement from the Report by the Board of Directors. The statement will not be updated during the financial year, but the subjects it contains as well as other necessary and up-to-date investor information is available on the company's website at [www.kamux.com](http://www.kamux.com).

### Governing bodies of Kamux

The governing bodies of Kamux are its General Meeting of shareholders, the Board of Directors and the CEO. The highest decision-making power in Kamux is exercised by the company's shareholders at the General Meeting. The Board of Directors and the CEO are responsible for the management of the company. The Management Team assists the CEO in operative management of the company and the Group.

### General Meeting

The General Meeting of shareholders is the highest decision-making body of Kamux. The Annual General Meeting shall be held once a year by the end of June. It decides on matters in its authority, stipulated in the company's Articles of Association and on proposals made to the General Meeting. The Annual General Meeting normally takes place in March–April. An Extraordinary General Meeting can be convened if needed. The Board of Directors is required to organize an extraordinary meeting if requested in writing by a company auditor or shareholders holding a minimum of 10 percent of the company's shares in total for the purpose of discussing a specific issue.

The duties of the General Meeting are defined in Kamux's Articles of Association and include:

- > Decisions on changes to the Articles of Association;
- > Adoption of the financial statements;
- > Use of the profit shown on the balance sheet;
- > Discharging the members of the Board of Directors and the CEO from liability;
- > Decision on the number of members in the Board of Directors;
- > Election of the Board of Directors, the Chairperson and Vice Chairperson, and the decision on their remuneration;
- > Election of the auditor and the decision on his/her compensation.

The notice convening the General Meeting shall be delivered to the shareholders by publishing the notice on the company's website or by a newspaper announcement which is published in one or several widely circulated daily newspapers chosen by the Board of Directors, no earlier than three months and no later than three weeks before the General Meeting, and in any case at least nine days before the record date. The notice of the General Meeting and the Board's proposals for the meeting are also published as a stock exchange release.

The notice of the meeting, the documents to be presented at the General Meeting and the proposals for the decisions of the Board of Directors or other decision-making bodies will also be available on the company's website no later than 21 days before the General Meeting.

### Board of Directors

The Board of Directors is responsible for the governance of the company and the appropriate organization of its operations. The Board of Directors oversees the appropriate organization of the company's accounting and supervision of financial management. The Board of Directors has an Audit Committee and can establish also other permanent committees.

Under Kamux's Articles of Association, the Board of Directors shall comprise a minimum of four and a maximum of eight

members, who shall be elected at a General Meeting. Major shareholders prepare a proposal for the composition of the Board. In 2020, the Annual General Meeting made a resolution to establish a Shareholders' Nomination Board to carry out this objective, among others.

The term of all members of the Board of Directors expires at the end of the Annual General Meeting following their election.

### Rules of procedure of the Board of Directors

The main duties of the Board of Directors are defined in the written Rules of procedure drafted by the Board. Under the Rules of procedure and the Finnish Limited Liability Companies Act, the duties of the Board of Directors include among others:

- > Confirming the business strategy;
- > Preparing the Board of Directors' reports, financial statements and interim reports;
- > Ensuring the appropriate arrangement and control of accounts and finances;
- > Preparing proposals to be addressed in a General Meeting and convening a General Meeting;
- > Approving and monitoring the principles governing risk management, internal auditing and control, as well as addressing significant risks;
- > Approving and monitoring annual budgets and action plans;

- > Appointing the CEO and deciding on the terms of his or her service;
- > Deciding on the company structure as well as ensuring and monitoring the functioning of the organizational structure and management system;
- > Appointing the members of the Management Team and deciding on their remuneration;
- > Deciding on the main principles of the remuneration and incentive schemes for other personnel;
- > Ensuring that Kamux has values that are adhered to within all Group companies;
- > Deciding on strategically or financially significant mergers and acquisitions, other corporate transactions, and investments;
- > Approving the company's central operating policies;
- > Defining the principles for monitoring and evaluating the transactions of the company and related parties, and deciding on related party transactions not conducted in the ordinary course of business;
- > Deciding on other matters that fall within the purview of the Board according to the Finnish Limited Liability Companies Act or other regulations.

The Board of Directors conducts an annual self-evaluation of its operations and working methods. As in previous years, the Board carried out the self-evaluation in January 2020. The self-evaluation emphasized matters related to internationalization and the improved monitoring and evaluation of the operating environment. The development of

meeting practices was also evaluated. The results of the self-evaluation were presented to the Shareholders' Nomination Board in the fall of 2020. The self-evaluation is improved constantly.

The Board of Directors convenes regularly ten times a year and arranges additional meetings if needed. If necessary, the Board can also pass resolutions without a meeting. The Board of Directors convenes for a strategy meeting at least once a year to approve the company's long-term strategic goals, amongst other things. The members of the Management Team who regularly attend Board meetings include the CEO and the CFO, who are not Board members. The Board of Directors constitutes a quorum when more than one-half of its members are present. The decisions of the Board require a simple majority. In case of a tie vote, the decision will be based on the opinion with which the Chairperson of the meeting concurs.

#### The Board of Directors in 2020

During 1 January–21 April 2020, members of the Board of Directors of Kamux were Matti Virtanen (Chairperson), Reija Laaksonen, David Nuutinen, Jokke Paananen and Harri Sivula. After Vesa Uotila resigned from the Board of Directors of Kamux on 31 December 2019, the Board operated with five members from 1 January 2020 until the General Annual Meeting on 21 April 2020. Vesa Uotila was appointed Kamux's Director of Business Development and Member of the Management Team of Kamux as of 7 January 2020.

## BOARD OF DIRECTORS ON 31 DECEMBER 2020

The resumés of the members of the Board of Directors can be read on the website at [kamux.com/en](http://kamux.com/en).



### HARRI SIVULA

b. 1962, M.Sc. (Admin.)

Finnish national

Member of the Board of Directors 2017–  
Chairperson of the Board of Directors 2020–

Independent of the company and the company's significant shareholders

Holdings on 31 December 2020: 38,333 shares

Principal occupation: Board Professional



### REIJA LAAKSONEN

b. 1973, M.Sc. (Econ.)

Finnish national

Member of the Board of Directors 2017–  
Independent of the company and the company's significant shareholders

Holdings on 31 December 2020: 6,015 shares

Principal occupation: Head of Global Marketing of Nokian Tyres plc 2020–



### ANTTI MÄKELÄ

b. 1976, student of Technology, student of Economics

Finnish national

Member of the Board of Directors 2020–  
Independent of the company and the company's significant shareholders

Holdings on 31 December 2020: 32,667 shares

Principal occupation: Founder and Chairperson of the Board of Directors of Reaktor Group 2000–, Director and Chairperson of the Board of Directors of Reaktor Ventures Oy 2013–



### DAVID NUUTINEN

b. 1959, M.Sc. (Econ.)

Finnish national

Member of the Board of Directors 2012–

Independent of the company and the company's significant shareholders

Holdings on 31 December 2020: 27,067 shares

Principal occupation: CEO of DN Advisory Oy 2017–



### JOKKE PAANANEN

b. 1972, M.Sc. (Econ.)

Finnish national

Member of the Board of Directors 2011–

Independent of the company and the company's significant shareholders

Holdings on 31 December 2020: 1,667 shares

Principal occupation: Founding Partner and CEO of Intera Partners Oy 2013–



### TUOMO VÄHÄPASSI

b. 1969, Master of Laws/LLM

Finnish national

Member of the Board of Directors 2020–

Independent of the company and the company's significant shareholders

Holdings on 31 December 2020: 1,667 shares

Principal occupation: Board Professional

**ATTENDANCE OF MEMBERS OF THE BOARD OF DIRECTORS IN MEETINGS**

Member	Attendance	Attendance rate
Harri Sivula	18/20	90%
Reija Laaksonen	19/20	95%
David Nuutinen	20/20	100%
Jokke Paananen	20/20	100%
Antti Mäkelä (from 21 April)	11/11	100%
Tuomo Vähäpassi (from 21 April)	11/11	100%
Matti Virtanen (1 January-21 April)	9/9	100%

The Annual General Meeting on 21 April 2020 reappointed the members Harri Sivula, Reija Laaksonen, David Nuutinen and Jokke Paananen to the Board of Directors. New members of the Board of Directors included Antti Mäkelä and Tuomo Vähäpassi. The General Meeting elected Mr. Harri Sivula as the Chairperson of the Board and Mr. David Nuutinen as the Vice Chairperson of the Board.

In 2020, the work of the Board of Directors focused in particular on reacting to the changes in the operating environment brought on by the corona pandemic, developing profitability, and the internationalization of Kamux. The Board of Directors held a total of 20 meetings in 2020, of which five were resolutions made without a formal meeting.

**Independence of the Board of Directors**

According to the Corporate Governance Code, a majority of the Board members

shall be independent of the company, with at least two of these members also being independent of the major shareholders of the company.

The Board of Directors shall assess annually the independence of its members in relation to the company and its major shareholders. In 2020, members of Kamux's Board of Directors were assessed to be independent of the company in accordance with the Finnish Corporate Governance Code for listed companies. According to the independence assessment, members of the Board were also independent of shareholders, except for Jokke Paananen, who is a founding partner and CEO of Intera Partners Oy. After Intera Fund II Ky sold its holdings of Kamux during 2020, the Shareholders' Nomination Board assessed in December 2020 that Jokke Paananen is also independent of the company and the company's significant shareholders. The Board of Directors to be

appointed in the 2021 Annual General Meeting will provide its own assessment of the independence of its members.

**Diversity of the Board**

Kamux's Board of Directors has adopted a diversity policy. Kamux's diversity policy promotes balanced gender diversity when electing Board members and includes Board members having skills and experience in different business areas that complement each other and support the company's core functions. The diversity of the Board of Directors is supported by the diverse professional and educational background of members as well as consideration for the age distribution.

A person elected as a member of the Kamux Corporation's Board of Directors must have qualifications required for the task and skills fitting the competence profile of Kamux's Board of Directors, as well as adequate availability for carrying out the duties of a Board member. When electing Board members, the goal is to ensure that the Board of Directors as a whole supports the development of Kamux Corporation's current and future business. The extent of the business activities of the company also requires preparing matters pertaining to financial reporting and control in a smaller group in the Audit Committee. Members of the Audit Committee must have sufficient qualifications and experience considering the duties of the Committee and the statutory tasks related to financial auditing.

The diversity goals defined in Kamux's diversity policy are evaluated to be adequately realized in 2020. The diversity policy was reviewed in 2020 in line with the Corporate Governance Code and updated with minor revisions, and the Kamux Board of Directors approved it in December 2020.

**Audit Committee**

The Board of Directors appoints an Audit Committee to assist it in the performance of its supervisory duties. The Board appoints from its members at least three members to the Committee. Members of the Audit Committee must have qualifications required for the task and shall be independent of the company, with at least one member being also independent of the major shareholders of the company.

The Board has defined the duties of the Audit Committee in its adopted Rules of procedure. In accordance with the Rules of procedure, the duties of the Audit Committee include assisting the Board in ensuring appropriate supervision of the company's accounting and financial management, as well as ensuring that the company has an adequate internal control system in place covering all of its operations. Furthermore, the Audit Committee is responsible for monitoring that the company's operations and internal control are organized in compliance with laws, regulations and principles of good management and administration, and for supervising the implementation of internal control. To carry out its duties, the Audit Committee aids the Board in preparing,

guiding and assessing risk management, internal control systems, processes for financial reporting, accounting and internal audits in the following ways, among others:

The Audit Committee is responsible for:

- > Monitoring the reporting process of financial statements and interim reports;
- > Handling interim reports for the approval of the Board;
- > Supervising the financial reporting process;
- > Monitoring and evaluating the efficiency of internal control, internal auditing and risk management systems;
- > Handling the descriptions of the main features of the internal control and risk management systems pertaining to the financial reporting process;
- > Monitoring the statutory audit of the financial statements and consolidated financial statements, evaluating the resources and independence of the statutory auditor, and preparing a proposal for resolution on the election of the auditor;
- > Reviewing the company's financial position and procurement processes;
- > Evaluating compliance with laws, regulations and ethical principles;
- > Monitoring the company's credit position and taxation;
- > Reviewing the company's Corporate Governance Statement, and addressing and resolving any special issues raised by the Board of Directors that fall within the purview of the Audit Committee.

The Chairperson of the Audit Committee shall convene the Committee at least four times a year. The Audit Committee reports the decisions made in its meetings regularly to the Board.

#### **Audit Committee in 2020**

In 2020, the Audit committee comprised on 1 January–21 April 2020 Harri Sivula (Chairperson), Reija Laaksonen and David Nuutinen. In its constitutive meeting on 21 April 2020 after the Annual General Meeting, the Board of Directors of Kamux appointed Mr. David Nuutinen (Chairperson), Ms. Reija Laaksonen and Mr. Antti Mäkelä as members of the Audit Committee. All members of the Audit Committee are independent of the company and its major shareholders.

In 2020, the work of the Audit Committee focused on appropriate consideration of the corona pandemic in financial reporting, on the selected priorities of internal control, and on matters pertaining to cyber security and the development of information systems. The Audit Committee convened four times in 2020. All members of the Audit Committee attended each meeting.

#### **Shareholders' Nomination Board**

Kamux's Shareholders' Nomination Board was established in accordance with the resolution of the Annual General Meeting held on 21 April 2020. The purpose of the Shareholders' Nomination Board is to annually prepare and present to the Annual General Meeting, and to Extraordinary General Meetings when necessary, proposals for the composition of

the Board of Directors (the number of members and the persons) and for remuneration in accordance with the Remuneration Policy for the Governing Bodies. In addition, the Nomination Board's duty is to look for successor candidates for Board members and to prepare the principles of the Board of Directors regarding diversity.

The Nomination Board consists of four members. The right to appoint members representing the shareholders belongs to the three shareholders whose proportions of the votes of all shares of the company are the largest according to the shareholder register on the first business day of September preceding the Annual General Meeting. The Nomination Board also includes as a member the Chairperson of the Board of Directors. A representative of the largest shareholder is appointed as Chairperson of the Nomination Board unless the Nomination Board explicitly decides otherwise.

The company announced on 30 September 2020 the following appointments to the Nomination Board:

- > Terho Kalliokoski, representing shareholders Juha Kalliokoski and Callardo Capital Oy (Chairperson of the Nomination Board);
- > Jan Lehtinen, representing shareholder Elo Mutual Pension Insurance Company;
- > Esko Torsti, representing shareholder Ilmarinen Mutual Pension Insurance Company;
- > Harri Sivula, Chairperson of the Board of Directors of Kamux Corporation.

The Shareholders' Nomination Board convened three times. All members attended each meeting.

The Nomination Board submitted its proposal for the composition and remuneration of the Kamux Board of Directors to the Board on 16 December 2020. The proposal was also published in a stock exchange release.

#### **CEO**

The CEO's task is to manage Kamux's operations in accordance with the instructions and rules given by the Board of Directors, as well as to report to the Board of Directors on the development of Kamux's business and financial situation. The CEO's duties include preparing matters to be decided by the Board of Directors, developing Kamux's operations together with the Board of Directors in accordance with the mutually set objectives, and ensuring the appropriate implementation of the decisions made by the Board of Directors. The CEO is also responsible for organizing Kamux's day-to-day governance and overseeing that the company's financial management is organized in a reliable manner. In addition, the CEO ensures that Kamux complies with applicable laws and regulations. The CEO chairs the meetings of Kamux's Management Team. The CEO cannot be elected as Chairperson of the Board of Directors.

The Board of Directors appoints, and dismisses if needed, the CEO, and decides on the remuneration and other terms and conditions of the position of CEO. The CEO is

## MANAGEMENT TEAM 31 DECEMBER 2020



**JUHA KALLIOKOSKI**  
CEO

and Member of the Management Team 2001–

b. 1970, police officer, degree in salesmanship training  
Finnish national

Holdings on 31 December 2020: 6,100,751 shares (direct holdings and shares owned by an investment company under the control of related parties)



**MARKO LEHTONEN**  
CFO

and Member of the Management Team 2019–

b. 1972, M.Sc. (Econ.), CEFA  
Finnish national

Holdings on 31 December 2020: 4,581 shares



**TOMMI IISKONMÄKI**  
Country Director Finland 2018–

and Member of the Management Team 2015–, HR Director 2015–2018, Country Director Sweden 2016–2017

b. 1977, M.Sc. (Econ.), Officer from the Finnish National Defence University  
Finnish national

Holdings on 31 December 2020: 43,011 shares



**MIKKO-HEIKKI INKEROINEN**  
Chief Digital Officer

and Member of the Management Team 2018–

b. 1987, Master of Social Sciences  
Finnish national

Holdings on 31 December 2020: 4,832 shares

appointed for the post until further notice.

The financial benefits of the CEO are reported in the separate Remuneration Report of Kamux Corporation for 2020.

Juha Kalliokoski serves as the CEO of Kamux Corporation, appointed by Kamux's Board of Directors.

### Management Team

The Management Team supports the CEO in implementing the company's strategy and manages Kamux's business operations as a whole. The members of Kamux's Management Team have specific authority in their individual areas of responsibility, and their duty is to develop Kamux's operations in line with the targets set by the company's Board of Directors and CEO. The Management Team convenes regularly each month or when necessary.

In 2020, the work of the Management Team focused in particular on company growth, profitability, internationalization, leading with knowledge, and addressing the circumstances induced by the corona pandemic.

### Main principles of risk management

The aim of risk management is to ensure the keeping of customer promises, profit development, the ability to pay dividends, shareholder value, responsible operating practices and the continuity of business. Kamux has harmonized and efficient methods to identify, assess and manage risks and their consequences.



**SATU OTALA**  
Director of Communications

and Member of the Management Team 2015–

b. 1967, M.A.  
Finnish national

Holdings on 31 December 2020: 40,715 shares

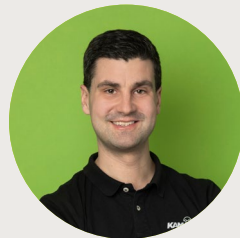


**TERO TÖRMÄNEN**  
Purchasing Director

and Member of the Management Team 2017–  
b. 1974, vocational Qualification in Business and Administration, Executive Development Program for Automotive Industry

Finnish national

Holdings on 31 December 2020: 55,841 shares



**VESA UOTILA**  
Director of Business Development

and Member of the Management Team 7 January 2020–

b. 1982, M.Sc. (Econ.)  
Finnish national

Holdings on 31 December 2020: 6,500 shares



**ILKKA VIRTANEN**  
Director of International Business 2019–

and Member of the Management Team 2018–, Director of Business Development 2018–2019

b. 1980, M.Sc. (Econ.)  
Finnish national

Holdings on 31 December 2020: 8,297 shares

Olli Kilpi served as Kamux's HR Director until 22 May 2020. The resumés of the members of the Management Team can be read on the company website at [kamux.com/en](https://www.kamux.com/en).

Kamux complies with the internal control and risk management principles approved by the company's Board of Directors. Risk management is a systematic activity, the purpose of which is to guarantee comprehensive and appropriate identification, assessment, management and monitoring of risks. It is an essential part of Kamux's planning and management process, decision-making, day-to-day management, operations, and supervision and reporting procedures. Risks are assessed and managed comprehensively from the perspective of potential business impacts.

The Group CEO and other members of the Management Team are each responsible for their own areas. The Management Team regularly reports to the Board of Directors on risks and risk management measures. The Board of Directors addresses the most significant risks and measures to manage them, and assesses the efficiency and effectiveness of risk management. The CFO is responsible for coordinating risk management.

Kamux has documented its common operating principles in the company's Code of Conduct. The Code of Conduct is part of risk management. Kamux also has a separate guideline for its partners.

### **Internal control and auditing**

The objective of internal control at Kamux is to ensure the efficiency and profitability of business operations, the reliability of financial reporting, compliance with laws and regulations applicable to the company's business, and compliance with the

company's internal instructions. The specific objective of the internal control of financial reporting is to ensure that interim reports, half-year reports, financial statement bulletins and other financial reporting as well as financial statements and annual reports are reliable and are prepared in accordance with the accounting and reporting principles adopted by the company.

The company's Board of Directors is responsible, in accordance with its Charter, for monitoring the process of financial reporting and the effectiveness of the company's internal control and risk management system. The CEO is responsible for the practical organization of internal controls. This includes ensuring that the company has implemented adequate internal control mechanisms as stipulated in the guidelines defined by the Board of Directors. The CEO, supported by the Management Team, is responsible for ensuring that the Group's day-to-day operations comply with the agreed principles and applicable laws and regulations, and that identified non-compliance incidents and deficiencies are addressed and that adequate corrective measures are taken.

In 2020, the development of internal control focused on appointing and training a new internal auditor as well as on new locations in accordance with the audit plan. The restrictions put in place due to the corona pandemic caused difficulties in audit measures, especially abroad.

Kamux's Board of Directors has assessed that due to the nature of the company's operations, the number of employees

and geographical scope, it is not necessary to organize internal auditing as a separate function. The Board of Directors shall evaluate on a yearly basis whether such function should be established. In 2020, internal audit was carried out by an external service provider.

### **Related party transactions**

Kamux's Board of Directors has defined the principles for monitoring and evaluating related party transactions. The related party policy also defines the principles and processes that the company uses to organize decision-making in terms of related party transactions and to monitor and report on possible related party transactions. The Group maintains a list of related parties. The main principle of the Kamux related party policy is that all legal transactions between the company and related parties shall be carried out on normal market terms.

Transactions carried out with related parties are addressed in the Audit Committee of the Board of Directors and/or in the Board of Directors in accordance with the related party policy. Significant transactions with the management of Kamux and its related parties are decided by Kamux's Board of Directors. The Board of Directors also decides on related party transactions that are not the company's normal business operations or that are not carried out on normal market terms.

The company and its related parties did not carry out any transactions that are material to the company and not in the ordinary

course of business or otherwise based on market terms in 2020. Related party transactions carried out in the ordinary course of business concern certain lease agreement arrangements, vehicle procurement and sale, and mutual service sales and loan arrangements between Group companies.

### **Insider management**

Kamux Corporation observes the guidelines for insiders approved by the Board of Directors, which is based on the Market Abuse Regulation, the Guidelines for Insiders of Nasdaq Helsinki Ltd, and other applicable rules and regulations.

The CFO is responsible for insider matters at Kamux Corporation. The company compiles a list of permanent insiders and also maintains a list of project- or event-specific insiders as needed. In 2020, the insider lists were maintained in the Ticker service.

People in management positions at Kamux and their immediate circle are required to declare their business transactions in shares of Kamux Corporation or other financial instruments based on them. People in management positions at Kamux and other persons within the information core of the company may not, on their own account or on the account of a third party, carry out business transactions in the shares of Kamux Corporation or other financial instruments based on them during the silent period. The silent period begins 30 days before the publication day of Kamux's financial statement bulletin, half-year report, or interim report.

Kamux has an internet-based reporting channel that enables anonymous reporting of suspected infringement of rules and regulations concerning financial markets.

### **Audit**

The statutory audit covers the company's accounting, financial statements and administration for the financial year. The auditor of the parent company shall also audit the consolidated financial statements. The auditor provides the company's shareholders with a statutory auditor's report in connection with the company's annual financial statements and regularly reports their auditing observations to the Board of Directors. Kamux's financial year is the calendar year.

According to the company's Articles of Association, the company's auditor shall be an auditing organization approved by the Central Chamber of Commerce. The auditor is elected at the Annual General Meeting of shareholders for a term that ends at the conclusion of the Annual General Meeting following the election.

### **Audit in 2020**

The Annual General Meeting re-elected PricewaterhouseCoopers Oy as the auditor, with CPA Janne Rajalahti as the principal auditor announced by PricewaterhouseCoopers Oy. PricewaterhouseCoopers Oy has acted as the auditor of Kamux since 2015.

The auditor is paid a fee according to an invoice approved by the company. In 2020, the auditors were paid a total of EUR 193,000 for the auditing services and a

total of EUR 32,000 for other advisory services unrelated to auditing. The other advisory services mainly concerned financial consultation pertaining to, for instance, direct and indirect taxes as well as the IFRS.





**KAMUX CORPORATION**

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