

Finnish Corporate
Governance Code
2010



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N.B. This is an unofficial translation. In case of any discrepancy between the Finnish version and the English version, the Finnish version shall prevail.



Securities Market Association

15 June 2010

SECURITIES MARKET ASSOCIATION AND CORPORATE GOVERNANCE IN FINLAND

Securities Market Association

The Securities Market Association is a cooperation body established in December 2006 by the Confederation of Finnish Industries EK, the Central Chamber of Commerce of Finland and NASDAQ OMX Helsinki Ltd (hereinafter “Helsinki exchange”). The aim of the association is to ensure, through more efficient self-regulation, that companies operating in the securities market observe uniform and transparent operating principles and rules. The mission of the association is, among others, to promote good Corporate Governance and to administer the Finnish Corporate Governance Code (hereinafter the “Code”).

Corporate Governance practices develop constantly. The Securities Market Association monitors domestic and international development and updates the Code when necessary. For additional information about the association, see www.cgfinland.fi.

Corporate Governance working group

In June 2009, the Board of the Securities Market Association appointed a working group to update the Code regarding recommendations on remuneration of directors. The need to update the Code resulted from the changes that took place in the capital market in connection with the financial crisis as well as the development of regulation on remuneration of directors, above all the Commission recommendation on the remuneration of directors of listed companies issued on 30 April 2009. The working group was also given the task to find out if the implementation of the directive on the exercise of certain rights of shareholders in the Finnish Limited Liability Companies Act gave rise to amendments to the Code.

Pekka Merilampi, Lagman, was Chairman of the working group.

The other members were

Iiona Ervasti-Vaintola, Group Chief Counsel, Group Executive Vice President,

Anne Leppälä-Nilsson, Group General Counsel, Vice President

Leena Linnainmaa, Director,

Timo Löyttyniemi, Managing Director,

Harri Pynnä, General Counsel,

Outi Raekivi, General Counsel,

Jaakko Raulo, Assistant General Counsel,

Hannu Rautiainen, General Counsel,

Timo Ritakallio, Deputy CEO, and

Kaarina Ståhlberg, Assistant General Counsel.

The secretariat of the working group consisted of **Anne Horttanainen**, Legal Counsel, **Anna Santti**, Legal Counsel, and **Hannu Ylänen**, Advisor.

The working group convened 16 times and prepared proposals for amendments to the Code, in accordance with its assignment. The group also heard authorities, experts and various market parties extensively. In addition, the working group publicly requested for comments and received more than 20 comments.

The Board of the Securities Market Association has issued this Corporate Governance Code in June 2010. The Code will replace the Corporate Governance Code issued in 2008.

History of the Code

Corporate Governance Code of 2008

In October 2008, the Board of the Securities Market Association issued a Corporate Governance Code, which replaced the Corporate Governance Recommendation for Listed Companies issued in 2003. The new Code took into account changes in regulation and international development. The Code improved the opportunities of international investors to get information on the Finnish Corporate Governance system as a whole and, above all, the rights of shareholders.

The Chairman of the working group that prepared the Code was **Anne Leppälä-Nilsson**, General Counsel, Legal Affairs.

The members of the working group were **Iiona Ervasti-Vaintola**, Group Chief Counsel, Group Executive Vice President, **Jyrki Kurkinen**, Senior Vice President, Legal Affairs, **Leena Linnainmaa**, Director, **Timo Löyttyniemi**, Managing Director, **Jaakko Raulo**, Assistant General Counsel, and **Kaarina Ståhlberg**, Assistant General Counsel. **Tytti Peltonen**, Chief Policy Advisor, was permanent advisor to the working group.

The secretariat of the working group consisted of **Anne Horttanainen**, Legal Counsel, **Anna Santti**, Legal Counsel, **Sanna Suni**, Legal Counsel, **Ari Syrjäläinen**, Legal Counsel, and **Piia Vuoti**, Advisor.

Corporate Governance Recommendation for Listed Companies of 2003

In December 2003, Hex Plc (at present NASDAQ OMX Helsinki Ltd), the Central Chamber of Commerce and the Confederation of Finnish Industry and Employers (at present the Confederation of Finnish Industries EK) issued a Corporate Governance Recommendation for Listed Companies. The recommendation greatly increased the openness of Finnish listed companies and included, among others, a recommendation on the independence of directors.

The Chairman of the working group that prepared the recommendation was **Pekka Merilampi**, Lagman.

The members of the working group were **Lars Blomqvist**, B.Sc. (Econ.), APA, **Iloa Ervasti-Vaintola**, Chief Counsel, Executive Vice President, **Jyrki Kurkinen**, Senior Vice President, Legal Affairs, **Anne Leppälä-Nilsson**, Vice President, Legal Affairs **Elmar Paananen**, Executive Vice Chairman **Ursula Ranin**, Vice President, General Counsel, **Jukka Ruuska**, President, and **Matti Vuoria**, Executive Chairman.

The secretaries of the working group were **Jaakko Raulo**, Director, **Tiina Kairinen**, Legal Counsel, and **Leena Linnainmaa**, Deputy Director.

Corporate Governance Recommendation by the Central Chamber of Commerce and the Confederation of Finnish Industry and Employers of 1997

The first Corporate Governance recommendation in Finland was issued in February 1997 by the Central Chamber of Commerce and the Confederation of Finnish Industry and Employers (at present the Confederation of Finnish Industries EK). The aim was to clarify the practices applied by Finnish companies and provide investors with better information on the Corporate Governance practices applied by companies.

The Chairman of the working group that prepared the recommendation was **Juhani Erma**, Managing Director.

The members of the working group were **Lars Blomqvist**, B.Sc. (Econ.), APA, **Ari Heiniö**, Managing Director, **Ahti Hirvonen**, PhD (Econ.) h.c., **Olli-Pekka Kallasvuo**, Director, **Ilmo Korpelainen**, Legal Counsel, **Timo Lehto**, Legal Counsel, **Pekka Merilampi**, Attorney-at-law, **Heikki Niskakangas**, Professor, **Markku Talonen**, Managing Director, and **Matti Vuoria**, Secretary General.

The secretaries of the working group were **Marianna Uotinen-Tarkoma**, Master of Laws, and **Petri Vainio**, Master of Laws.



Elinkeinoelämän keskusliitto



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CONTENTS

1. INTRODUCTION	6
Aims of the Code.....	6
Structure of the Code	6
Application of the Code	6
Comply or Explain principle	6
Shareholder's rights	6
Governance model.....	7
2. GENERAL MEETING.....	8
Recommendation 1 - Information on general meetings to shareholders	8
Recommendation 2 - Organisation of the general meeting.....	9
Recommendation 3 - Attendance of the board of directors, managing director and auditor at a general meeting	9
Recommendation 4 - Attendance of a prospective director at a general meeting.....	9
3. BOARD	10
Recommendation 5 - Charter of the board.....	10
Recommendation 6 - Meetings of the board	10
Recommendation 7 - Performance evaluation of the board.....	10
Recommendation 8 - Election of directors	10
Recommendation 9 - Number, composition and competence of the directors.....	10
Recommendation 10 - Term of the directors	11
Recommendation 11 - Informing the shareholders of director candidates.....	11
Recommendation 12 - Special order of appointment of the directors	11
Recommendation 13 - Right of the board to receive information.....	11
Independence of directors.....	11
Recommendation 14 - Number of independent directors	11
Recommendation 15 - Evaluation of independence	12
Recommendation 16 - Information reported on directors.....	13
Recommendation 17 - Obligation of directors to provide information	13
4. BOARD COMMITTEES	13
Recommendation 18 - Establishment of a committee.....	13
Recommendation 19 - Reporting by a committee to the board.....	14
Recommendation 20 - Charter of a committee	14
Recommendation 21 - Committee meetings.....	14
Recommendation 22 - Appointment of members to the committees	14
Recommendation 23 - Describing the composition of a committee	14
Audit committee	14
Recommendation 24 - Establishment of the audit committee.....	14
Recommendation 25 - Members of the audit committee	14
Recommendation 26 - Independence of the members of the audit committee.....	15
Recommendation 27 - Duties of the audit committee	15
Nomination committee	15
Recommendation 28 - Establishment of the nomination committee	15
Recommendation 29 - Members of the nomination committee.....	15
Recommendation 30 - Duties of the nomination committee	16
Remuneration committee	16
Recommendation 31 - Establishment of the remuneration committee	16
Recommendation 32 - Members of the remuneration committee	16
Recommendation 33 - Duties of the remuneration committee.....	16

5. MANAGING DIRECTOR	17
Recommendation 34 - Managing director's service contract	17
Recommendation 35 - Information on the managing director	17
Recommendation 36 - Managing director and chairman of the board	17
6. OTHER EXECUTIVES	18
Recommendation 37 - Management organisation	18
Recommendation 38 - Information on the members of the management team.....	18
7. REMUNERATION	18
Principles of remuneration and the decision-making process.....	18
Recommendation 39 - Principles applied to remuneration schemes	18
Recommendation 40 - Decision-making process	19
Remuneration of the board of directors	19
Recommendation 41 - Remuneration and other benefits of the directors	19
Recommendation 42 - Payment of the remuneration of the directors in shares.....	19
Recommendation 43 - Participation of the directors in a share-based remuneration scheme.....	20
Recommendation 44 - Information on share and share-based remuneration of directors.....	20
Remuneration of the managing director and other executives.....	20
Recommendation 45 - Principles for the remuneration schemes of the managing director and other executives.....	20
Recommendation 46 - Information on the service contract of the managing director.....	20
Information on remuneration	21
Recommendation 47 - Remuneration Statement.....	21
8. INTERNAL CONTROL, RISK MANAGEMENT AND INTERNAL AUDIT	22
Recommendation 48 - Operating principles of internal control	22
Recommendation 49 - Organisation of risk management.....	22
Recommendation 50 - Internal audit.....	22
9. INSIDER ADMINISTRATION	23
Recommendation 51 - The company's insider administration	23
10. AUDIT	24
Recommendation 52 - Information on auditor candidates	24
Recommendation 53 - Auditor's fees and fees for non-audit services.....	24
11. COMMUNICATIONS	25
Recommendation 54 - Corporate Governance Statement.....	25
Investor information on the company website.....	26
Recommendation 55 - Investor information on the company website	26
12. EFFECTIVE DATE	28

1. INTRODUCTION

Aims of the Code

The aim of the Code is that Finnish listed companies apply corporate governance practices that are of a high international standard. The Code will harmonise the practices of listed companies as well as the information given to shareholders and other investors. It will also improve the transparency of administrative bodies, management remuneration and remuneration policies. The Code also provides an overall picture of the central principles of the corporate governance system of Finnish listed companies. Good corporate governance will enhance the success of Finnish listed companies.

The ownership structures, areas of business and extent of operations of listed companies vary. There are also differences in the governance structures of listed companies. Most Finnish listed companies are medium or small-sized companies in international terms. The level of foreign shareholding in Finnish listed companies is one of the highest in Europe.

The corporate governance system of Finnish listed companies is based on Finnish legislation, and this Code complements the statutory procedures.

Structure of the Code

Section 1 presents the goals, structure and scope of application of the Code and a general description of the rights of shareholders based on law. Sections 2 to 11 present the individual recommendations and section 12 deals with the entry into force.

The section introductions present the general principles concerning the subject matter of each section. The recommendations are presented in bold text and numbered in sequence. Any departure from the recommendation and its justifications must be disclosed. Each recommendation is followed by an explanatory section, including the justifications of the recommendation as well as aspects that describe and specify the recommendation.

The Code uses the terms “disclose”, “report” and “make available” to describe the dissemination of information to shareholders. Unless otherwise provided, the company shall present the information on the company website in all such cases. The term disclosure to the public means the distribution of information in the form of a stock exchange release.

Application of the Code

The Code is aimed at companies listed on the Helsinki exchange, provided that it is not in conflict with compelling regulations applicable in the domicile of the company. In the recommendations, the term company is used for listed companies.

Most recommendations apply to the parent company of a group. It should, however, be noted that many recommendations on supervision, control, reporting and disclosure of information, including explanations, cover the entire group of a company. Some items of the Code mention the group or companies belonging to the group separately in order to clarify the recommendation.

Comply or Explain principle

The Code has been prepared in accordance with the so-called Comply or Explain principle. This means that the company shall comply with all recommendations of the Code. A company may depart from an individual recommendation, however, but in this case, it must disclose such a departure and provide an explanation for doing so. The company complies with the Code even if it departs from an individual recommendation, provided that the company discloses and explains the departure. A company must disclose that it complies with this Code, and provide information on any departures as well as their explanations on its website and in its annual Corporate Governance Statement (see recommendation 54).

The Comply or Explain principle gives the company more flexibility in the application of the Code. The company may depart from an individual recommendation of the Code due to, e.g. the ownership or company structure or the special characteristics of its area of business. A clear and extensive explanation will consolidate the trust in the decision made by the company and make it easier for the shareholders and investors to evaluate the departure.

Several recommendations of this Code are based on legislation or other regulation. A company may not depart from the recommendations as far as they describe the obligations set by compulsory regulation. The Rules of the Helsinki exchange also contain obligations related to good governance practices of listed companies, above all regarding disclosure of information to the public.

Shareholder's rights

The Finnish Limited Liability Companies Act contains provisions on share-related rights, e.g. exercising voting rights, the shareholder's right to ask questions, the right of shareholders to put items on the agenda of a general meeting, as well as on participation in a general meeting and the way of giving notice of a general meeting.

The Act also contains the requirement on the equal treatment of shareholders. All shares carry equal rights in a company, unless otherwise provided in the articles of association. The general meeting, board of directors and managing director do not have the right to make a decision that could give undue benefit to a shareholder or another person at the expense of the company or another shareholder.

The main purpose of the principle of equal treatment is to protect minority shareholders. Compliance with the principle does not prevent the use of majority rule, but it prevents favouring majority shareholders at the expense of other shareholders.

The ownership structure of Finnish listed companies varies; in some companies, the ownership structure is decentralised, while other companies have shareholders with significant voting rights. In matters within the competence of the general meeting, it may be in the interest of the company and all its shareholders that the board is aware of the opinion of shareholders with significant voting rights on a matter under preparation for the general meeting. In such cases, e.g. insider regulations must be taken into consideration.

Convocation of the general meeting

The board shall convene the general meeting. The annual general meeting must be held within six months of the end of the financial period. An extraordinary general meeting must be convened if shareholders with at least 10 % of the shares so demand in writing in order to deal with a given issue.

Right to put items on the agenda of the general meeting

A shareholder has the right to put on the agenda of the general meeting items that fall within the competence of the general meeting by virtue of the Limited Liability Companies Act, provided that the shareholder demands this of the board of directors in writing, in sufficient time before the general meeting, so that the item can be added to the notice of the general meeting. The demand is always deemed to have arrived in sufficient time, if the board has been notified of the demand four weeks before the delivery of the notice of the general meeting at the latest.

Proxy document and proxy representative

A shareholder may authorise a proxy representative to act on his or her behalf at a general meeting. If the shares are nominee-registered, the proxy representative may be, e.g. the custodian bank. The proxy representative shall produce a proxy document or otherwise provide reliable evidence of the right to represent the shareholder.

A shareholder may have several proxy representatives, who represent the shareholder with shares on different book-entry accounts. When registering for the general meeting, the shares on the basis of which each proxy representative represents the shareholder must be declared.

Voting rights and forms of decision-making

At a general meeting, a shareholder may exercise all the votes carried by the shares that he or she held on the record date of the general meeting. The articles of association of some listed companies have, however, stipulations that restrict voting rights. The shareholder may vote with different shares in a different manner, unless the articles of association stipulate otherwise. A shareholder may also vote with only part of his or her shares.

One share shall carry one vote in all matters that the general meeting deals with. However, the articles of association may state that different shares of the company carry different voting rights.

The decisions of a general meeting shall be made by majority or by qualified majority, in accordance with applicable law and the articles of association.

Shareholder's right to ask questions and right to table draft resolutions

At a general meeting, every shareholder has the right to ask questions related to an item on the agenda of the meeting. The shareholder may send the question to be submitted to the meeting to the company in advance. A shareholder also has the right to table draft resolutions at the meeting in matters that fall within the competence of the general meeting and that are on the agenda.

Election of the board and auditor

The right to elect the directors and auditors at the general meeting is one of the most important rights of the shareholders.

Governance model

As a rule, Finnish listed companies use a so-called one-tier governance model, which, in addition to the general meeting, comprises the board of directors and the managing director. According to the Limited Liability Companies Act, a company may also have a supervisory board. Very few listed companies have supervisory boards.

2. GENERAL MEETING

The shareholders exercise their decision-making power at the general meeting. The company shall convene one annual general meeting each financial period. An extraordinary general meeting shall be convened when necessary. A shareholder may exercise his or her right to speak, ask questions and vote at the general meeting.

Recommendation 1 - Information on general meetings to shareholders

Before a general meeting, sufficient information on the items to be dealt with shall be made available to the shareholders.

The notice of the general meeting shall include a proposal for the agenda of the meeting.

The notice of the general meeting and the following information shall be made available on the company website at least three weeks before the general meeting:

- the documents to be submitted to the general meeting
- draft resolutions to the general meeting.

The company shall, well in advance, disclose on its website the date by which a shareholder shall notify the board of directors of the company of an issue that he or she demands to be included in the agenda of the annual general meeting.

In addition, the minutes of the general meeting including the voting results and the appendices of the minutes that are part of a decision made by the meeting, shall be posted on the company website within two weeks of the general meeting.

The documents related to the general meeting, which are placed on the website, shall be available on the company website at least for three months after the general meeting.

The advance information allows the shareholders to evaluate whether they wish to attend the general meeting, ask questions at the meeting and decide how they intend to vote. Shareholders who will not attend the meeting can thus also obtain information about the company. Recommendation 11 also deals with advance information.

The documents presented to the annual general meeting, which are placed on the website, include, e.g. the financial statements, the report by the board of directors, and the auditors' report.

Draft resolutions to the general meeting are draft resolutions by the board of directors and some other competent body as well as draft resolutions by shareholders that fall within the competence of the general meeting.

A shareholder has the right to put on the agenda of the general meeting items that fall within the competence of the general meeting by virtue of the Limited Liability Companies Act. The decision-making related to the notice of the meeting and the practical measures related to the publication of the notice require that the company has sufficient time to deal with the demands of shareholders on items to be put on the agenda of the general meeting. The company shall state well in advance on its website the date by which a shareholder must declare his or her demands. By virtue of the Limited Liability Companies Act, such date may not be earlier than four weeks prior to the delivery of the notice of the meeting. In addition, the company shall, on its website, specify the mail or e-mail address to which a shareholder shall send such a demand.

The notice of the general meeting shall contain at least the following information:

- the name of the company, the time and place of the general meeting
- the proposed agenda for the general meeting
- the proposals regarding the composition of the board of directors referred to in recommendation 11
- the specific order according to which the board members are to be appointed, if any, according to recommendation 12
- the proposals referred to in recommendation 52 concerning the auditor
- a mention of the procedures that a shareholder must comply with in order to be able to participate and to vote at the general meeting
- a mention of the procedures that a shareholder must comply with in order to be able to participate in the general meeting through a proxy holder
- a mention of a shareholder's right to ask questions on issues on the agenda of the general meeting
- the date on which a shareholder entered in the shareholder register has the right to participate in the general meeting and to vote (so-called record date of the general meeting)
- where the documents and draft resolutions of the general meeting are available
- the total number of company shares and the total number by share class at the date of the convocation
- the address of the company website.

As the minutes of a general meeting and the voting results are presented on the company website, the shareholders who were not present at the general meeting also obtain information on the meeting and the voting results. However, the minutes and voting results presented on the company website shall not contain any lists of participants or voting instructions given by shareholders.

Recommendation 2 - Organisation of the general meeting

The general meeting shall be organised in a manner that permits shareholders to exercise their ownership rights effectively.

The general meeting shall be organised in such a manner that the shareholders can participate in the general meeting as extensively as possible. Especially in companies with an international ownership structure, the opportunities of shareholders to participate in general meetings vary. The company shall use reasonable means to promote the participation possibilities of shareholders. The articles of association may stipulate that it is possible to participate in the general meeting by post or telecommunications or by other technical means. The board of directors may also make this decision, unless it is otherwise provided in the articles of association.

Recommendation 3 - Attendance of the board of directors, managing director and auditor at a general meeting

The chairman of the board of directors and a sufficient number of members of the board and its committees as well as the managing director shall attend the general meeting. In addition, the auditor shall be present at the annual general meeting.

The presence of members of the board of directors and its committees as well as the managing director at the general meeting is necessary to guarantee interaction between the shareholders and the management bodies of the company as well as the shareholders' right to ask questions.

By exercising their right to ask questions, the shareholders can obtain detailed information about matters that may have an impact on the evaluation of the financial statements, the financial position of the company or other issues on the agenda of the general meeting. It is particularly important that the managing director and the directors attend the annual general meeting. In case of an extraordinary general meeting, it may be sufficient, taking into account the nature of the issue to be dealt with, that the managing director, the chairman of the board and only some of the directors attend the meeting.

The presence of the auditor at the annual general meeting allows the shareholders to ask the auditor for more detailed information on matters that may have an impact on the evaluation of the financial statements or some other issue on the agenda of the meeting.

Recommendation 4 - Attendance of a prospective director at a general meeting

A person proposed for the first time as director shall participate in the general meeting that decides on his or her election unless there are well-founded reasons for the absence.

As a rule, a person proposed for the first time as director should attend the general meeting that decides on his or her election, in order to be introduced to the shareholders.

3. BOARD

The board is responsible for the administration and the proper organisation of the operations of the company. The board supervises and controls the operative management of the company, appoints and dismisses the managing director, approves the strategic goals and the principles of risk management for the company and ensures the proper operation of the management system. According to good corporate governance, the board also ensures that the company has duly endorsed the corporate values applied to its operations.

In this Code, the operative management shall mean the managing director and the other executives, as defined in section 6.

The duty of the board is to promote the best interest of the company and all its shareholders. A director does not represent the interests of the parties who have proposed his or her election as director.

The boards of Finnish listed companies mainly consist of non-executive directors. A non-executive director is a person with no employment relationship or service contract with the company. In some companies, the managing director is a member of the board.

The recommendations regarding the board are also applied to any deputy members.

Recommendation 5 - Charter of the board

The board shall draw up a written charter for its work and disclose its essential contents.

Efficient board work requires that the main duties and working principles of the board are defined in a written charter. The information that is obtained from the charter permits the shareholders to evaluate the operations of the board.

Recommendation 6 - Meetings of the board

The company shall report the number of board meetings held during the financial period as well as the attendance of the directors at the board meetings.

The information on the number of board meetings and attendance of the directors permits the shareholders to evaluate the efficiency of board work. The attendance of the directors at the board meetings can be presented as the attendance of individual directors or the average attendance of all directors.

Recommendation 7 - Performance evaluation of the board

The board shall conduct an annual evaluation of its operations and working methods.

To ensure the efficiency of board work, the board shall evaluate its operations and working methods regularly. This may be done as internal self-evaluation or by using an external evaluator.

Recommendation 8 - Election of directors

The general meeting shall elect the directors.

By electing the directors, the shareholders contribute to the administration of the company, and thereby to the operations of the entire company, directly and efficiently. The recommendation is also applicable when the company has a supervisory board.

Recommendation 9 - Number, composition and competence of the directors

The number of the directors and the composition of the board shall make it possible for the board to discharge its duties in an efficient manner. The composition shall take into account the requirements placed by the company operations and the development stage of the company. A person to be elected to the board shall have the qualifications required by the duties and the possibility to devote a sufficient amount of time to the work. Both genders shall be represented on the board.

With regard to the duties and efficient operations of the board, it is important that the board has a sufficient number of members and that the members have sufficient and versatile expertise as well as mutually complementing experience. The successful discharge of board duties requires knowledge of business operations or their different sections.

A director must have the possibility to engage in the company matters in a sufficiently extensive manner. Directors, and the chairman in particular, are often required to perform a considerable amount of work, both at board meetings and outside the meetings. When assessing the sufficiency of the time an individual director is able to devote, e.g. the director's main occupation, secondary occupations and simultaneous board memberships must be taken into account.

One element of a diverse composition of the board is to have both genders represented on the board.

Recommendation 10 - Term of the directors

The directors shall be elected for a term of one year.

The shareholders shall have the possibility to evaluate the operations of the directors on a regular basis. Good corporate governance requires that the directors are elected at the annual general meeting. Since the shareholders decide on the election and re-election of directors, it is not necessary to restrict the number of their successive terms of office.

Recommendation 11 - Informing the shareholders of director candidates

The proposal of the nomination committee for board composition shall be included in the notice of the general meeting. The same applies to a proposal for the composition of the board made by shareholders with at least 10 % of the votes carried by the company shares, provided that the candidates have given their consent to the election and the company has received information on the proposal sufficiently in advance so that it may be included in the notice of the general meeting. The candidates proposed in corresponding order thereafter shall be disclosed to the public separately.

The company shall report the biographical details of the candidates for the board on its website.

Since the election of directors is one of the most important decisions of the general meeting, the shareholders must be informed of the director candidates in a timely manner before the general meeting. Before disclosing the candidates, the company must make sure, however, that the candidates have given their consent to the election.

The presentation of biographical details about the candidates on the company website promotes the possibility of the shareholders to take a stand on the election, especially with regard to new director candidates. In this connection, the company may also present information on the independence of the candidates, if such information can be presented in an appropriate manner.

Recommendation 12 - Special order of appointment of the directors

If directors are to be appointed according to a specific order, in accordance with the articles of association, the company shall disclose such appointment order in the notice of the general meeting.

The articles of association may provide that less than half of the directors be appointed following another procedure than election by the general meeting. The special appointment procedure may concern the employees' right to appoint directors to the board, for instance. The provision of the articles of association concerning the appointment procedure shall be disclosed in the notice of the general meeting so that shareholders are aware of the procedure of appointing directors.

Recommendation 13 - Right of the board to receive information

The company shall provide the board with sufficient information on the company operations.

In order to discharge its duties, the board needs information about the structure, business operations and market of the company, and the company must provide the board with information on its operations according to company practice. In addition, a new director must be introduced to the operations of the company.

Independence of directors

Recommendation 14 - Number of independent directors

The majority of the directors shall be independent of the company. In addition, at least two of the directors representing this majority shall be independent of significant shareholders of the company.

It is the duty of the board to supervise and control the operative management of the company. In order to avoid conflicts of interest, the majority of the directors should not have interdependent relationship with the company. Although it is recommended that directors hold shares in the company, the majority consisting of independent directors shall include at least two directors who are also independent of significant shareholders of the company. Such composition of the board supports the objective that the board shall act in the interests of the company and all of its shareholders.

Recommendation 15 - Evaluation of independence

The board shall evaluate the independence of the directors and report which of them are independent of the company and which are independent of significant shareholders.

A director is not independent of the company, if

a) the director has an employment relationship or service contract with the company;

b) the director has had an employment relationship or service contract with the company in the last three years prior to the commencement of board membership;

c) the director receives from the company or from members of its operative management not insignificant remuneration for services or other advice not connected with the duties of the board, e.g. consulting assignments with the company;

d) the director belongs to the operative management of another company, and the two companies have, or have had in the past year, a customer, supplier or cooperation relationship significant to the other company;

e) the director belongs to the operative management of a company whose director is a member of the operative management of the first-mentioned company (interlocking control relationship); or

f) the director is, or has been in the past three years, the auditor of the company, a partner or an employee of the present auditor, or the director is a partner or an employee in an audit firm that has been the company's auditor in the past three years.

A director is not independent of a significant shareholder, if

g) the director exercises control in the company or the director is a board member or has a relationship such as referred to in sub-sections a) to b) above to a party who exercises control in the company; or

h) the director is a significant shareholder or a board member of a significant shareholder of, or has a relationship such as referred to in sub-sections a) to b) above to a significant shareholder of the company. In this recommendation, a significant shareholder is defined as a shareholder who holds at least 10 % of all company shares or of the votes carried by all the shares or who has the right or obligation to purchase a corresponding number of already issued shares.

In addition, the board may, based on its overall evaluation, determine that a director is not independent of the company or a significant shareholder. E.g., the following circumstances shall be taken into account when making the overall evaluation of independence:

i) the director participates in the same performance-related or share-based remuneration scheme as the operative management of the company, which may be of substantial financial significance to the director;

j) the director has been a non-executive director for more than 12 consecutive years;

k) private or legal persons who are related parties of the director have such circumstances as described in this recommendation; or

l) the company is aware of other factors that may compromise the independence of the director and the director's ability to represent all shareholders.

The above-mentioned criteria are divided into three categories. The existence of even one of the circumstances cited in sub-sections a) to f) above means that the director cannot be regarded as being independent of the company. Sub-sections g) to h) present the criteria based on which a director is determined not to be independent of a significant shareholder of the company. Sub-sections i) to l) deal with issues based on which the board may, after an overall evaluation, determine that the director is not independent of the company or a significant shareholder.

Even if a party was obliged to make a flagging announcement, such a party is not regarded as a significant shareholder referred to in sub-section h) above, if the significance criteria according to section h) are not fulfilled for its part.

Companies belonging to the same group as the company are considered equal with the company. A company and another person are deemed related parties, if the person is able to exercise significant influence in the company's decision-making regarding its finances and business operations.

Recommendation 16 - Information reported on directors

The company shall report the following biographical details and information on the holdings of directors:

- name
- year of birth
- education
- main occupation
- primary working experience
- date of commencement of board membership
- key positions of trust
- shares and share-based rights of the director and corporations over which he or she exercises control in the company and in companies belonging to the same group as the company.

Shareholders can, on the basis of information obtained about the board members, evaluate the operating preconditions of the directors and their relationship with the company.

The key positions of trust mean a director's present and former key positions of trust.

Recommendation 17 - Obligation of directors to provide information

Each director shall provide the board with sufficient information that will allow the board to evaluate his or her qualifications and independence and notify the board of any changes in such information.

The independence evaluation referred to in recommendation 15 requires that the company receive the necessary information from the directors. Each director must also supply the biographical details and information on holdings referred to in recommendation 16. In addition, a director must inform the company of any essential changes in the information supplied.

The proper function of the corporate governance of a company requires that board work be organised as efficiently as possible. The establishment of board committees may enhance the efficient preparation of matters within the competence of the board. The directors on the committees can concentrate on the matters delegated to the committee more extensively than the entire board.

The recommendations on board committees are applicable only if the company establishes a committee. If a company establishes a committee and departs from an individual recommendation on the committee, the company shall disclose and explain the departure. However, a company shall establish an audit committee, if the extent of the company's business requires it (recommendation 24). In addition, even companies that do not establish an audit committee shall carry out the duties assigned for the audit committee in recommendation 27.

Recommendation 18 - Establishment of a committee

Effective discharge of the duties of the board may require that board committees are established.

It may be necessary to establish board committees, in particular for the supervision of the company's reporting and control systems, the nomination of the management and the development of the company's remuneration schemes. Especially in companies with extensive business operations, board committees improve the efficiency of board work.

The committees assist the board by preparing matters falling within the competence of the board. The board remains responsible for the duties assigned to the committees. The committees have no autonomous decision-making power, and thus the board makes the decisions within its competence collectively.

If necessary, the board may also establish other committees than those mentioned below, combine tasks assigned to various committees or decide that the entire board shall prepare a specific issue.

Recommendation 19 - Reporting by a committee to the board

A committee shall regularly report on its work to the board.

The company may internally determine the reporting details and schedule. The reports shall include at least a summary of the matters addressed and the measures taken by the committee.

Recommendation 20 - Charter of a committee

The board shall confirm the central duties and operating principles of a committee in a written charter, the essential contents of which shall be disclosed.

A written charter determines the role of the committee in the company. The duties and operating principles must be defined in such a manner that the committee can operate efficiently.

Recommendation 21 - Committee meetings

The company shall report the number of committee meetings held during the financial period and the attendance of committee members at the meetings.

The information on the number of committee meetings and attendance of the members permits the shareholders to evaluate how active the committee has been and subsequently also the efficiency of board work. The attendance of the members at committee meetings may be reported as attendance of individual members or as the average attendance of the members.

Recommendation 22 - Appointment of members to the committees

The board shall appoint from among the directors the members and the chairman of the committee. A committee shall have at least three members. The members of the committee shall have the expertise and experience required by the duties of the committee.

In view of the fact that the committees work to render assistance to the board and prepare matters falling within the competence of the board, the board shall appoint the members of the committees from among its members.

A committee may exceptionally consist of two members in companies with a board that has only a few members.

Recommendation 23 - Describing the composition of a committee

The company shall disclose the composition of a committee.

The information on committee members permits the shareholders to evaluate the relationship of the committee members with the company and the preconditions for efficient committee work.

Audit committee

Recommendation 24 - Establishment of the audit committee

The company shall establish an audit committee, if the extent of the company's business requires that a group with a more compact composition than the board deals with the preparation of matters pertaining to financial reporting and control.

The extent of the company's business may require that some directors concentrate particularly on matters pertaining to financial reporting and control. The audit committee has better possibilities than the entire board to review questions pertaining to company finances and control and take care of the contacts with the auditors and the internal audit function.

Recommendation 25 - Members of the audit committee

The members of the audit committee shall have the qualifications necessary to perform the responsibilities of the audit committee, and at least one member shall have expertise specifically in accounting, bookkeeping or auditing.

The audit committee shall have sufficient expertise in accounting, bookkeeping, auditing, internal audit or practices related to financial statements, as the committee deals with matters pertaining to the financial reporting and control of the company. The expertise may be based on, e.g. experience in corporate management.

Recommendation 26 - Independence of the members of the audit committee

The members of the audit committee shall be independent of the company and at least one member shall be independent of significant shareholders.

Due to the nature of the matters that the audit committee deals with, its members must be independent of the company as specified in recommendation 15 above, and at least one member must be independent of significant shareholders of the company.

Recommendation 27 - Duties of the audit committee

The board shall define the duties of the audit committee in the charter confirmed for the committee, based on the circumstances of the company.

The audit committee shall have at least the following duties:

- to monitor the reporting process of financial statements;
- to supervise the financial reporting process;
- to monitor the efficiency of the company's internal control, internal audit, if applicable, and risk management systems;
- to review the description of the main features of the internal control and risk management systems in relation to the financial reporting process, which is included in the company's Corporate Governance Statement;
- to monitor the statutory audit of the financial statements and consolidated financial statements;
- to evaluate the independence of the statutory auditor or audit firm, particularly the provision of related services to the company; and
- to prepare the proposal for resolution on the election of the auditor.

If the company does not have an audit committee, the board shall discharge these duties or assign them to some other committee.

In addition, the duties of the audit committee may comprise, e.g.

- monitoring the financial position of the company
- approval of the operating instructions for internal audit
- revision of the plans and reports of the internal audit function
- evaluation of compliance with laws and regulations
- contacts with the auditor and revision of the reports that the auditor prepares for the audit committee.

The duties of the audit committee shall be disclosed in accordance with recommendation 20.

Nomination committee

Recommendation 28 - Establishment of the nomination committee

The board may establish a nomination committee to improve the efficient preparation of matters pertaining to the nomination and remuneration of directors.

Identification of individuals suitable as directors and analysing the experience and skills of candidates prior to a proposal for a resolution to be presented to the general meeting is important with regard to ensuring and balancing the competence of the board. The preparation of the composition of the board and the identification of director candidates is an ongoing and long-term process. The evaluation of the independence of director candidates is part of this process. The board may improve the efficiency of the preparation of the election of directors by establishing a nomination committee. The establishment of a nomination committee promotes the transparency and systematic function of the election process. The nomination committee consists of directors.

It may be in the interest of the company and all its shareholders that the nomination committee is aware of the opinion of shareholders holding significant voting rights on the proposal for the appointment of directors under preparation.

If the general meeting or supervisory board has established a nomination board consisting of shareholders or representatives of shareholders in order to prepare the election of directors, instead of a nomination committee, the company shall disclose the election process, composition and operations of the nomination board. A nomination board established in this manner is not regarded as departure from the Code.

Proposals for directors shall be reported in accordance with recommendation 11.

Recommendation 29 - Members of the nomination committee

The majority of the members of the nomination committee shall be independent of the company. The managing director or other executive of the company may not be appointed to the nomination committee.

As the board controls and supervises the operative management of the company, the majority of the members of the nomination committee, which prepares the election of directors, must be independent of the company. Due to the nature of the matters that the nomination committee deals with, neither the managing director nor executive directors may be members of the nomination committee.

Recommendation 30 - Duties of the nomination committee

The board shall define the duties of the nomination committee in the charter of the committee.

The duties of the nomination committee shall be defined in the charter confirmed for the committee and they shall reflect the requirements of the company. The duties of the nomination committee may include, e.g.:

- the preparation of the proposal for the appointment of directors to be presented to the general meeting
- the preparation of the proposal to the general meeting on matters pertaining to the remuneration of directors
- looking for prospective successors for the directors
- presentation of the proposal on the directors to the general meeting.

In connection with the proposal for the appointment of directors, information on the independence of the candidates may also be presented, if the information can be given in an appropriate manner.

The duties of the nomination committee shall be disclosed in accordance with recommendation 20.

Remuneration committee

Recommendation 31 - Establishment of the remuneration committee

The board may establish a remuneration committee to improve the efficient preparation of matters pertaining to the appointment and remuneration of the managing director and other executives of the company as well as the remuneration schemes of the personnel.

The remuneration committee can focus on the development of the remuneration schemes of the managing director and other executives more efficiently than the entire board. The establishment of a remuneration committee promotes the transparency and systematic function of the company's remuneration schemes.

Recommendation 32 - Members of the remuneration committee

The majority of the members of the remuneration committee shall be independent of the company. The managing director or other executives of the company may not be appointed to the remuneration committee.

Due to the nature of the matters that the remuneration committee deals with, neither the managing director nor executive directors may be members of the committee.

Recommendation 33 - Duties of the remuneration committee

The board shall define the duties of the remuneration committee in the charter of the committee.

The duties of the remuneration committee shall be defined in the charter confirmed for the committee, and they shall reflect the requirements of the company. The duties of the remuneration committee may include, e.g.:

- preparation of matters pertaining to the appointment of the managing director and the other executives as well as the identification of their possible successors
- preparation of matters pertaining to the remuneration and other financial benefits of the managing director and other executives
- preparation of matters pertaining to the remuneration schemes of the company
- evaluation of the remuneration of the managing director and the other executives as well as seeing to it that the remuneration schemes are appropriate
- answering questions related to the remuneration statement at the general meeting.

When carrying out its duties, the remuneration committee shall act independently. If the remuneration committee uses an external advisor for carrying out its duties, the committee must see to it that the advisor does not advise the human resources department or the operative management at the same time.

The duties of the remuneration committee shall be disclosed in accordance with recommendation 20.

5. MANAGING DIRECTOR

The managing director is a corporate body that is in charge of the day-to-day management of the company in accordance with the instructions and orders issued by the board. The board appoints and discharges the managing director and supervises his or her operations.

The managing director may undertake acts which, considering the scope and nature of the operations of the company, are unusual or extensive, only with the authorisation of the board. The managing director is responsible for ensuring that the company accounting practices comply with the law and that the financial matters are handled in a reliable manner.

The recommendations of the Code shall be applied to the deputy managing director, when he or she actually takes care of the duties of the managing director.

Recommendation 34 - Managing director's service contract

The managing director's service terms and conditions shall be specified in writing in the managing director's service contract, which is approved by the board, and the financial benefits included in which shall be disclosed.

The position of the managing director in the company requires that the service terms and conditions of the managing director be specified in a written agreement approved by the board. The financial benefits included in the managing director's service contract shall be disclosed in accordance with recommendation 46.

Recommendation 35 - Information on the managing director

The company shall report the biographical details and information on the holdings of the managing director.

In connection with the nomination, the company shall report corresponding biographical details and information on the holdings of the managing director as for the directors (see recommendation 16).

Recommendation 36 - Managing director and chairman of the board

The managing director shall not be elected chairman of the board.

The election of the managing director as chairman of the board has been restricted, as it is the duty of the board to supervise the managing director.

The company should clearly divide the areas of responsibility of the managing director and the chairman of the board to ensure that all the decision-making powers of the company are, in practice, not vested in a single individual. Generally, this means that the managing director cannot be elected board chairman. However, some special circumstances, such as the business area of the company, the extent or development phase of the operations or the ownership structure may justify the combination of these two roles.

If the company decides to appoint the same person as managing director and board chairman, it must disclose and explain the departure from the recommendation.

6. OTHER EXECUTIVES

The operative management of the company is based on the management organisation adopted for the company. The management organisation is an important element of the company's corporate governance system. The organisation often comprises a management team, which assists the managing director in the performance of his or her duties. The management team has no official statutory position but, in practice, it has a significant role in the organisation of the company management.

The term other executives refers to the members of the company management team or, if the company has no management team, to the executives specified by the company.

Recommendation 37 - Management organisation

The company shall disclose the organisation of the management. If the company has a management team, the company shall disclose the composition and duties of the management team as well as the areas of responsibility of its members.

The disclosure of the management organisation must underline the operative nature of the management activities to make a distinction from the statutory management bodies of the company.

The management team refers to the company management team or a similar body that convenes regularly. The management team usually consists of executives of the company's operative business. The main duty of the management team is to assist the managing director.

Recommendation 38 - Information on the members of the management team

The company shall report the biographical details and information on the holdings of each member of the management team. If the company has no management team, the company shall define the other executives about whom the corresponding data shall be reported.

The company shall report corresponding biographical details and information on the holdings of the other executives as for the directors (see recommendation 16).

7. REMUNERATION

Properly-functioning and competitive remuneration is an essential tool for recruiting the best possible management for the company. This in turn contributes to the financial success of the company and the implementation of good corporate governance. Another aim of remuneration is to increase the commitment of the board, the managing director and other executives to promote the interests of the company and its shareholders. The remuneration policy adopted supports the implementation of the goals set by the company and company strategy as well as its long-term results.

The transparency of remuneration policy and its principles allows the shareholders to evaluate the appropriateness of the company's remuneration policy and its effectiveness in achieving the goals. Open access to information also facilitates the comparison of remuneration practices.

The remuneration paid to the company's management must be in proportion to the development and long-term enhancement of the value of the company. The fact that remuneration is linked to performance and result criteria and monitoring of their implementation increases trust in the function of remuneration.

Remuneration consists of, e.g. non-variable and variable remuneration, share and share-based remuneration schemes, pension schemes as well as any compensation payable due to termination. Variable remuneration comprises various short-term and long-term remuneration schemes, which may be linked to the development of the company result.

In share-based remuneration schemes, remuneration is based on the development of the share value. Share-based remuneration schemes also comprise synthetic options and option rights.

Principles of remuneration and the decision-making process

Recommendation 39 - Principles applied to remuneration schemes

Remuneration schemes shall be drawn up in such a manner that their goal is to promote competitiveness and long-term financial success of the company and to contribute to the favourable development of shareholder value. Remuneration schemes shall be based on predetermined and measurable performance and result criteria.

Remuneration schemes shall be drawn up in writing, and their contents must be as clear as possible.

Remuneration may be based on long-term and short-term performance and results.

Financial and non-financial performance and result criteria, which must be measurable as unambiguously as possible, may be used as the basis for remuneration.

In the remuneration schemes, the non-variable and variable components must be proportionate to each other. It may be appropriate to set limits to the variable components of remuneration.

Remuneration schemes define the period for which the fulfilment of the set performance and result criteria are evaluated (earning period).

A long-term remuneration scheme may require that the remuneration for the earning period is disposable first after a certain period of time after the earning period (restriction period).

Remuneration that has been paid out groundlessly shall be reclaimed based on regulations on returning an unjust enrichment.

Recommendation 40 - Decision-making process

The general meeting shall decide on the remuneration payable for board and committee work as well as the basis for its determination. The board of directors shall decide on the remuneration of the managing director as well as other compensation payable to him or her. The company shall disclose the decision-making process for the remuneration of the company's managing director and other executives.

Generally, the body that has appointed a person decides on his or her remuneration. As the board appoints the managing director, it also decides on his or her remuneration. In addition, the board shall decide on the compensation to be paid to the managing director due to termination of the service contract. The company shall specify the body that determines the remuneration of the other executives.

The nomination committee may be assigned the duty of preparing the remuneration of the board. The remuneration committee may be assigned the duty of preparing the remuneration of the managing director and other executives.

Pursuant to the Limited Liability Companies Act, the general meeting shall decide on the issue of shares or option rights or authorise the board to do so.

Remuneration of the board of directors

Recommendation 41 - Remuneration and other benefits of the directors

The company shall disclose the remuneration and other financial benefits of the directors for the financial period.

The company shall disclose any financial benefits of the chairman of the board and the directors pertaining to their employment relationship or service contract, if applicable, in accordance with recommendation 46.

The company shall disclose the remuneration and other financial benefits of each director for board and committee work as well as other duties, if any, for the financial period. If the chairman of the board or a director has an employment relationship or service contract with the company (executive chairman; executive director) or acts as advisor of the company, the company shall disclose the salaries and fees as well as other financial benefits paid for this duty during the financial period.

The payments by all companies belonging to the same group as the company are included in the remuneration and other financial benefits.

The information on the remuneration and benefits of the directors permits the shareholders to evaluate the amount of remuneration in relation to the contribution of the board to the achievement of the company goals. Open communication also facilitates comparison with the remuneration and other benefits paid by different companies.

Recommendation 42 - Payment of the remuneration of the directors in shares

Remuneration for board and committee work or part of the remuneration may be paid in the form of company shares.

Shareholdings of the directors in the company promote good corporate governance. A good way of increasing the directors' shareholdings is to pay the remuneration or part of the remuneration for their board and committee work in the form of shares. On the other hand, the company must ensure compliance with insider regulations.

The company may require that a director retain the shares or part of the shares received as remuneration as long as he or she is a director.

Recommendation 43 - Participation of the directors in a share-based remuneration scheme

It is not recommended that a non-executive director participate in a share-based remuneration scheme.

The use of share-based remuneration schemes to remunerate non-executive directors is, as a rule, not justified from the perspective of the interests of shareholders. This is because the participation of the board in the same share-based remuneration scheme as the other executives or personnel may hinder the implementation of the board's supervisory duty and lead to conflicts of interest.

Recommendation 44 - Information on share and share-based remuneration of directors

The company shall disclose the shares and share-based rights received by a director as remuneration during the financial period.

The company shall disclose the number of shares granted to each of the directors as remuneration for board and committee work in the same manner as the other remuneration and financial benefits. If directors participate in share-based remuneration schemes, the fees based on such schemes shall also be disclosed.

Information on the shareholdings of the directors is available in the company's insider register.

Remuneration of the managing director and other executives

Recommendation 45 - Principles for the remuneration schemes of the managing director and other executives

The company shall disclose the main principles for the remuneration schemes covering the company's managing director and other executives.

The disclosure shall include

- **the division of the remuneration into non-variable and variable components, and**
- **main information on**
 - **the determination of the variable components of the remuneration,**
 - **share and share-based remuneration schemes, and**
 - **additional pensions, if any.**

The information on the remuneration scheme and the principles governing it permits the shareholders to evaluate the incentive effect of the scheme from the perspective of enhancing the performance and shareholder value of the company. The transparency of the remuneration schemes promotes the creation of schemes that are more competitive and motivate to the achievement of targets.

The financial benefits of the managing director are disclosed in accordance with recommendation 46. The main principles for the remuneration schemes of the other executives are disclosed, but the disclosure of the personal benefits of the other executives is not required.

Recommendation 46 - Information on the service contract of the managing director

The company shall disclose the following financial benefits based on the service contract of the managing director:

- **salary and other benefits for the financial period**
- **shares and share-based rights received as remuneration during the financial period**
- **retirement age and the criteria for the determination of pension and additional pension, if any, and**
- **period of notice, salary for the period of notice and the terms and conditions of other possible compensation payable based on termination.**

Due to the significant position of the managing director, it is important to give the shareholders detailed information on his or her financial benefits. This information permits the shareholders to evaluate the amount and substance of the remuneration of the managing director in relation to the achievement of the goals set for him or her. Open communication also facilitates comparison of the financial benefits granted to the managing directors of different companies.

The company may require that the managing director retain the shares or part of the shares received as remuneration during the term of the service contract.

Additional pensions may form a considerable part of the total remuneration of the managing director, due to which the company shall inform of any additional pensions in a transparent manner. As for additional pension, the company shall also inform whether the pension scheme is payment-based or benefit-based.

The termination payment and other possible compensation payable due to the termination of the managing director's service contract may not, in general, exceed an aggregate amount corresponding to the non-variable salary for two years.

Information on remuneration

A clear and up-to-date description of remuneration within the company promotes the shareholders' ability to obtain information. For this purpose, the company shall draw up a remuneration statement.

- the earning and restriction periods included in the remuneration
- information on share and share-based remuneration schemes
- the principles that are applied to the ownership of the shares that the managing director has received as remuneration
- information on additional pension.

Recommendation 47 - Remuneration Statement

The company shall make available on its website a remuneration statement, which contains a description of the following entities:

Financial benefits

- **Board of directors**
 - director's remuneration and other financial benefits
 - the shares and share-based rights received by a director as remuneration
 - the principles that are applied to the ownership of the shares that a director has received as remuneration
 - the financial benefits pertaining to a possible employment relationship or service contract of the chairman of the board and director are disclosed in the same manner as the financial benefits of the managing director
- **Managing director**
 - salary and other financial benefits
 - shares and share-based rights received as remuneration
 - retirement age and the criteria for the determination of pension and additional pension
 - period of notice, salary for the period of notice and the terms and conditions of other possible compensation payable based on termination.
- **Supervisory board, if any**
 - corresponding information as of the board of directors

Decision-making process and main principles of remuneration

- the decision-making process for the remuneration of the managing director and other executives
- the main principles for the remuneration of the managing director and other executives, such as the main points regarding the following issues
 - the division of remuneration into long-term and short-term remuneration
 - the division of the remuneration into non-variable and variable components
 - information on the determination of the variable components of the remuneration and the limits set for them
 - the performance and result criteria and their impact on the company's long-term financial success as well as the manner in which the implementation of the performance and result criteria is monitored

The remuneration statement is a consistent description of remuneration within the company. The statement is updated according to the company practice at certain intervals so that the information on the website is as up-to-date as possible. Part of the information is of such nature that it is appropriate to give it for the previous financial period.

The shareholders receive information on remuneration and its principles from the remuneration statement. The shareholders may use their right to ask questions on the remuneration statement at the general meeting.

The remuneration statement is placed on the company website in the Corporate Governance section designed for investors. Links may be used in the presentation of the statement, but a link must lead directly to the information searched.

8. INTERNAL CONTROL, RISK MANAGEMENT AND INTERNAL AUDIT

The purpose of internal control and risk management is to ensure the effective and profitable operations of the company, reliable information and compliance with the relevant regulations and operating principles. Another aim is to be able to identify, evaluate and monitor risks related to the business operations. Internal audit can help to improve the efficient fulfilment of the board's supervision obligation. Recommendation 54 deals with the description of the main features of the internal control and risk management systems in relation to the financial reporting process, which is included in the company's Corporate Governance Statement.

Recommendation 48 - Operating principles of internal control

The company shall define the operating principles of internal control.

To ensure its profitable operations the company must regularly control its activities. The board ensures that the company has defined the operating principles of internal control and monitors the function of such control.

Recommendation 49 - Organisation of risk management

The company shall disclose the major risks and uncertainties that the board is aware of and the principles along which risk management is organised.

Risk management is part of the company's control system. The purpose of risk management is to ensure that the risks related to the business operations of the company are identified, evaluated and monitored. Well-functioning risk management requires definition of the risk management principles. For the evaluation of the operations of the company, it is important to provide sufficient information on risk management. Legislation requires that the report by the board of directors contain an evaluation of the major risks and uncertainties. In addition, the interim reports and financial statements releases shall describe major short-term risks and uncertainties related to the business operations.

Recommendation 50 - Internal audit

The company shall disclose the manner in which the internal audit function of the company is organised.

The disclosure must include the organisation of the internal audit function and the central principles applied to internal audits, such as the reporting principles. The organisation and working methods of the internal audit function depend on, e.g. the nature and scope of the company's operations, the number of personnel and other corresponding factors.

9. INSIDER ADMINISTRATION

The transparency of the shareholding and trading of insiders promotes the trust in the securities market. The efficient administration of insider matters in a listed company requires that the insider administration is systematically and reliably organised.

Recommendation 51 - The company's insider administration

The company shall comply with the Guidelines for Insiders issued by the Helsinki exchange and disclose its essential insider administration procedures.

Compliance with the Guidelines for Insiders issued for listed companies by the Helsinki exchange harmonises and improves the administration of insider matters. The information on the insider administration procedures permits the shareholders to evaluate the insider administration of the company.

The auditor has an important role as a controlling body appointed by the shareholders. The audits give shareholders an independent opinion on how the financial statements and report by the board of directors of the company have been drawn up and the accounting and administration of the company have been managed. Placing the audit under competition may increase the efficiency and independence of the audit.

Recommendation 52 - Information on auditor candidates

The proposal for the auditor by the audit committee or board shall be included in the notice of the general meeting. The same applies to a proposal made by shareholders with at least 10 % of the votes carried by the company shares, provided that the candidate has given his or her consent to the election and the company has received information on the proposal sufficiently in advance so that it may be included in the notice of the general meeting. If the board is not aware of a prospective auditor when the notice is published, a candidate proposed in corresponding order shall be disclosed to the public separately.

Since the election of the auditor is one of the most important decisions of the general meeting, the shareholders must be informed of the auditor candidate in a timely manner before the general meeting. The preparation of the election of the auditor shall be delegated to the audit committee, if the company has an audit committee (see recommendation 27).

When electing the auditor, it must be taken into account that the aggregate duration of the consecutive terms of an auditor may not exceed seven years. The seven-year rule applies only to the auditor with main responsibility, not to an audit firm.

Recommendation 53 - Auditor's fees and fees for non-audit services

The company shall report the fees of the auditor for the financial period. If the auditor has received fees for non-audit services, such fees shall be reported separately.

The information on the fees of the auditor permits the shareholders to evaluate the operations of the auditor. Since the auditor controls the company on behalf of the shareholders, the shareholders must also be given information on fees paid to the auditor for non-audit services.

Companies belonging to the same group or chain as the audit firm as well as companies controlled by the auditor are considered equal with the auditor.

The fees paid by all companies belonging to the same group as the company are reported as fees.

11. COMMUNICATIONS

The good corporate governance of a listed company requires a reliable, up-to-date distribution of information. This supports the well-founded price development of the shares and promotes trust in the securities market. The information given by the company makes it possible to evaluate the function of the company's corporate governance system and to make decisions on holdings.

In addition to the contents of the information distributed, the clarity of presentation and electronic distribution of information promote transparency and improve the possibilities to obtain information.

Recommendation 54 - Corporate Governance Statement

In connection with the report by the board of directors, the company shall issue a separate Corporate Governance Statement.

The company shall present at least the following entities in the statement:

- **information on compliance with this Code**
- **if the company has departed from an individual recommendation, information on this as well as the explanation for the departure**
- **the address of the website on which this Code is publicly available**
- **a description of the main features of the internal control and risk management systems in relation to the financial reporting process**
- **a description of the composition and operations of the board and board committees**
- **a description of the body that is responsible for the duties of the audit committee**
- **information on the managing director and his or her duties**
- **a description of the composition and operations of the supervisory board, where applicable.**

The law requires the company to present its Corporate Governance Statement in the report by the board of directors or as a separate report. The contents of the report are also based on legislation.

By presenting the Corporate Governance Statement as a separate report, the company may emphasise the information given to shareholders and other investors. The information can also easily be found in a separate report.

The separate report shall be disclosed to the public together with the report by the board of directors or made available on the company website simultaneously, in the Corporate Governance section designed for investors. When the statement is given as a separate report, the report and the report by the board of directors shall have references to each other.

The audit committee or some other competent committee shall review the Corporate Governance Statement. If the company has no audit committee or other competent committee, the board shall review the statement. The auditor shall check that the statement has been issued and that the description of the main features of the internal control and risk management systems related to the financial reporting process included in it is consistent with the financial statements.

The description of the main features of the internal control and risk management systems in relation to the financial reporting process outlines the manner in which the company's internal control and risk management function is organised in order to ensure that the financial reports disclosed to the public by the company give essentially correct information about the company finances. The description is given at group level.

The description of the composition and operations of the board and the board committees shall contain the following information:

- composition of the board of directors as well as the names, years of birth, education and main occupation of the directors
- number of board meetings and the attendance of the members at the meetings
- special order of appointment of directors, if applicable
- board members who are independent of the company and significant shareholders
- disclosure of the main contents of the board's charter
- committees appointed by the board, if any
 - composition of the committees
 - number of committee meetings during the previous financial period and the attendance of the committee members at the meetings
 - disclosure of the main contents of the charter defined for the committee by the board.

The description of the composition and operations of a supervisory board, where there is one, shall contain the corresponding information as given on the board, for applicable parts.

The name, year of birth and education of the managing director is presented in addition to information on his or her duties.

The company shall keep the statement on its website at least five years.

Investor information on the company website

The investor information on the company website provides information about the company to shareholders and other investors. This recommendation presents a summary of the information that shall be made available on the company website in accordance with the different recommendations of this Code, information required by law or other regulation as well as other information that promotes the investors' ability to obtain information about the company.

Recommendation 55 - Investor information on the company website

The company shall present the following information on its website:

Compliance with the Code

- information on compliance with this Code
- if the company has departed from an individual recommendation, information on this as well as the explanation for the departure

Statements

- Corporate Governance Statement (see recommendation 54)
- Remuneration Statement (see recommendation 47)

General meeting

- notice of the general meeting, which contains the proposal for the agenda, and the following information prior to the meeting:
 - the documents to be submitted to the general meeting
 - the draft resolutions to the general meeting
- the date by which a shareholder shall notify the board of directors of the company of an issue that he or she demands to be included in the agenda of the annual general meeting
- the minutes of the general meeting including the voting results and the appendices of the minutes that are part of a decision made by the meeting

The board and its committees, if any

- the information mentioned in recommendation 54
- biographical details of the director candidates
- biographical details of the directors
- shares and share-based rights of the director and corporations over which he or she exercises control in the company and in companies belonging to the same group as the company
- essential contents of the charter of the board
- essential contents of the charters of the committees

Managing director and other executives

- biographical details and duties of the managing director
- shares and share-based rights of the managing director and corporations over which he or she exercises control in the company and in companies belonging to the same group as the company
- financial benefits included in the managing director's service contract
- organisation of the management as well as the composition, duties and areas of responsibility of the members of the management team
- biographical details of the other executives
- shares and share-based rights of other executives and corporations over which they exercise control in the company and in companies belonging to the same group as the company

Risk management and control

- a description of the main features of the internal control and risk management systems in relation to the financial reporting process mentioned in recommendation 54
- the principles along which risk management is organised
- the major risks and uncertainties that the board is aware of
- organisation of the internal audit function
- essential procedures of the insider administration

Audit

- auditor
- auditor's fees
- fees paid to the auditor for non-audit services

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12. EFFECTIVE DATE

The Code shall replace the Corporate Governance Code issued in October 2008. The Code will enter into force on 1 October 2010. The Code may, however, be applied immediately after it has been issued.

Other matters to be presented

- information that the company has disclosed to the public based on the disclosure obligation of a listed company
- articles of association
- redemption clauses included in the articles of association, if any
- shares, share capital and major shareholders as well as the flagging announcements for the past 12 months
- shareholder agreements that the company is aware of
- financial statements and the report by the board of directors as well as the auditors' report and annual report for the previous financial period, if any
- a calendar of events, which contains the following dates
 - the date of disclosure of the financial statements release to the public
 - the date of disclosure of interim reports to the public
 - the date of disclosure of interim management statements to the public, if any
 - the date of the annual general meeting
 - the week during which the financial statements and report by the board of directors are disclosed to the public
- the information mentioned in recommendation 54 on the supervisory board, where there is one
- information on the election process, composition and operations of nomination board, if the general meeting or supervisory board has established a nomination board consisting of shareholders or representatives of shareholders in order to prepare the election of directors, instead of a nomination committee.

The open and clear presentation of investor information makes it easier to get an overall picture of the operations of the company. It is of essential importance that the entities are clearly defined and can easily be found on the company website in an investor-friendly manner. The information may be presented on the company website by using technical solutions of various kinds. Links may be used in the manner of presenting the information, but the links must lead directly to the information searched.

The company shall update the information on its website at certain intervals, in accordance with its own practices, so that the information on the website is as up-to-date as possible. Part of the information is of such nature that it is appropriate to give it for the previous financial period. After the annual general meeting, the company should, however, update the information on its website, when necessary.



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