

Corporate Governance | **2019**



# Corporate Governance Statement of Suominen Corporation for 2019

Suominen Corporation ("Suominen" or the "Company") complies with the Finnish Corporate Governance Code 2020 (the "Code") issued by the Securities Market Association. The Code is available on the internet at [www.cgfinland.fi](http://www.cgfinland.fi).

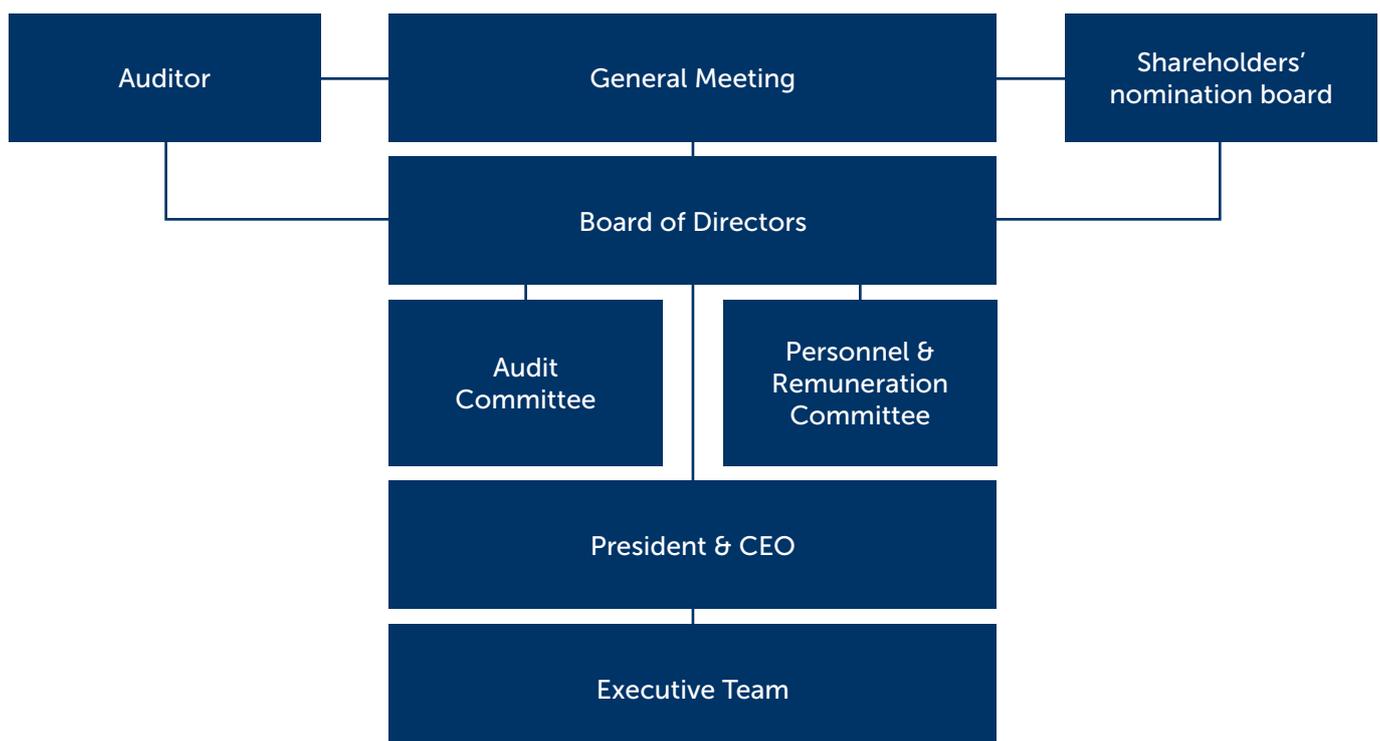
This Corporate Governance Statement (the "Statement") is published separately from the report of Board of Directors. This Statement has been published simultaneously with the Financial Statements and Report by the Board of Directors as a Stock Exchange Release, and it is available also on Suominen's website, [www.suominen.fi](http://www.suominen.fi).

The Audit Committee and the Board of Directors of Suominen Corporation have reviewed the Statement.

The Statement will not be updated during the financial year, but up-to-date information on its various topics is available on Suominen's website.

## 1. Suominen's governing bodies

Responsibility for the Company's operations is held by the constitutional bodies required by the applicable laws and regulations. Suominen's decision-making bodies are the General Meeting of Shareholders, the Board of Directors with its two Committees, and the President & CEO, supported by the Executive Team.



## General Meeting of Shareholders

Suominen's supreme decision-making body is the General Meeting of Shareholders, where shareholders exercise their decision-making power. The Annual General Meeting is held once per year before the end of April on a date determined by the Board of Directors. It decides on the matters stipulated in the Finnish Companies Act and Suominen's Articles of Association. Such matters include:

- Adoption of the financial statements
- Use of the profit shown on the balance sheet
- Election of the Chairman, Vice Chairman and members of the Board of Directors and the decision on their remuneration
- Discharging the members of the Board of Directors and the President and CEO from liability, and
- Election of the Auditor and the decision on the Auditor's compensation.

Suominen publishes a notice of the Annual General Meeting of Shareholders on the Company's website no earlier than two months and no later than three weeks prior to the meeting, however, at least nine (9) days prior to the record date of the meeting. In order to participate in the Annual General Meeting, a shareholder must inform the Company of the participation at the latest on the date mentioned in the invitation. The date may not be earlier than ten (10) days before the meeting.

### Annual General Meeting in 2019

The Annual General Meeting was held in Helsinki on March 19, 2019. A total of 44 shareholders representing a total of 37,252,806 shares and votes were present at the meeting. All Board members, the candidate for Board membership and the Auditor of the Company were present at the meeting. The Annual General Meeting documents are available on the Company's website [www.suominen.fi](http://www.suominen.fi).

### Shareholder's Nomination Board

Suominen has a permanent Shareholders' Nomination Board established by the 2013 Annual General Meeting. The task of the Nomination Board is to prepare and present to the Annual General Meeting and, if necessary,

to an Extraordinary General Meeting, a proposal on the remuneration of the members of the Board of Directors, a proposal on the number of members of the Board of Directors and a proposal on the members and the Chair of the Board of Directors. In addition, the task of the Nomination Board is to seek potential successors for the board members.

The Nomination Board consists of four (4) members, three of which are appointed by the Company's three largest shareholders registered in Euroclear on September 1, who appoint one member each. The Chair of the Company's Board of Directors serves as the fourth member. The Nomination Board is established to exist and serve until the General Meeting of the Company decides otherwise. The members are nominated annually, and their term of office ends when new members are nominated to replace them. The members of the Nomination Board shall be independent of the Company, and a person belonging to the Company's operative management cannot be a member of the Nomination Board.

### Nomination Board in 2019

Shareholders' representatives on the Nomination Board in 2019 were Lasse Heinonen, representing AC Invest Two B.V., Erik Malmberg representing Oy Etra Invest Ab and Hanna Kaskela representing Varma Mutual Pension Insurance Company. Jan Johansson, Chair of Suominen's Board of Directors served as a fourth member of the Nomination Board. Lasse Heinonen acted as the Chair of the Nomination Board.

In 2019, the Nomination Board convened six times. The attendance rate at the meeting was 100%.

### Board of Directors

The main duty of the Board of Directors of Suominen is to direct Suominen's strategy in a way that it, in the long run, enables the delivery of the financial targets set for Suominen and maximizes shareholder value while simultaneously taking into account the expectations of the key stakeholders.

The Board of Directors is responsible for the administration and appropriate organization of Suominen's operations. The Board is responsible for making decisions on matters that are likely to have a

major impact on the Company. The Board convenes according to an annual meeting plan.

The members of the Board of Directors are elected by the General Meeting of Shareholders. Pursuant to the Articles of Association of the Company, the Board shall have at least three and no more than seven members.

### The main duties

The duties of the Board are defined in the Finnish laws and regulations, Suominen's Articles of Association and the Finnish Corporate Governance Code. The main duties are the following:

- deciding on the Company's corporate structure and organization
- nominating and dismissing the President & CEO
- deciding on the salaries, bonuses and other benefits paid to the President & CEO and his/her immediate subordinates
- deciding on the Company's salary and incentive scheme
- considering and approving annual accounts, reports by the Board of Directors, financial statement releases, and interim reports
- monitoring and supervising the Company's performance and ensuring the effectiveness of its management
- approving the Company's operating policies (financing policy, insurance and risk management policy, and principles for corporate governance)
- deciding on the acquisition and disposal of real property
- deciding on strategically and financially significant investments, acquisitions, divestments, or other arrangements
- deciding on obtaining credit and pledging securities
- considering and approving strategy, sustainability agenda and action plans
- establishing a dividend policy and confirming the Company's targets.

### Board of Directors in 2019

The 2019 Annual General Meeting elected six members to Suominen's Board of Directors. The term of office of the members of the Board of Directors ends at the close of the Annual General Meeting 2020.

Board member	Member since	Born	Nationality	Education	Main occupation	Share ownership
Jan Johansson	2017, Chairman since 2017	1954	Swedish	Master of Laws	Board Professional	21,243
Risto Anttonen	2011	1949	Finnish	B.Sc. (Econ)	Board Professional	42,107
Andreas Ahlström	2015	1976	Finnish	M.Sc. Econ. and Business Adm.)	Investment Director, Ahlström Capital Oy	15,272
Hannu Kasurinen	2012	1963	Finnish	M.Sc. (Econ.)	EVP, Packaging Materials Division, Stora Enso Corporation	29,122
Laura Raitio	2015	1962	Finnish	Licentiate of Technology	Board Professional	15,272
Sari Pajari	2019	1968	Finnish	M.Sc. (Tech.)	SVP, Sales and Marketing, Metsä Board Corporation	4,493
<b>Until March 19, 2019</b>						
Jaana Tuominen	2014	1960	Finnish	M.Sc. (Tech.)	President and CEO, Fiskars Corporation	

## Independence of the Board members

The Board of Directors has evaluated the independence of its members. All members are independent of the Company. All members are also independent of its significant shareholders, with the exception of Andreas Ahlström, who acts as Investment Director at Ahlström Capital Oy. The largest shareholder of Suominen, AC Invest Two B.V., is a group Company of Ahlström Capital.

## Meeting practice

The Board of Directors convenes under the direction of the Chair or, if the Chair is unable to attend, the Deputy Chair. Principally, the matters are presented by the President & CEO.

In 2019, the Board of Directors convened 11 times, of which 1 time per capsulam. The attendance rate at the meetings was 98.5%. The participation of each individual member is presented in the table below.

Name		Participation
Jan Johansson	Chair	11/11
Risto Anttonen	Deputy Chair	11/11
Andreas Ahlström	Member	11/11
Hannu Kasurinen	Member	11/11
Laura Raitio	Member	11/11
Sari Pajari	Member	9/10
<b>Until march 19, 2019</b>		
Jaana Tuominen	Member	1/1

## Performance evaluation

In 2019, after most of its meetings, the Board assessed the preparations of the meeting, the course of the meeting, and its own operations, in line with the principle of continuous development.

The Board of Directors conducted an annual evaluation of its operation and working methods during financial year 2019. The assessment was conducted internally. The results of the assessment were discussed confidentially also with the Nomination Board members to whom the report was provided.

## Diversity principles of the Board of Directors

At Suominen, diversity has been recognized as an essential success factor in the long term. Also, in considering the Board's composition, diversity is assessed through a number of viewpoints. Diversity in the Board's competencies, experience and opinions promotes openness to new ideas and helps the Board support and challenge the Company's management. Furthermore, diversity promotes open discussion, integrity in decision making, good corporate governance, and effective supervision of both the Board and the management, and it also supports succession planning.

The Nomination Board of Suominen's shareholders evaluates the number of members on the Board, its composition and the competence requirements of the Board in the light of the present and future needs of the Company. When assessing the composition of the Board, the Nomination Board considers, among other things, whether the Board possesses a broad range of business knowledge and members representing both genders and various ages. It is Suominen's objective to have both men and women on its Board.

It is fundamental that the Nomination Board's final proposal to the Annual General Meeting is based on the qualifications and competencies of each candidate. In addition, candidates must also have the possibility to devote a sufficient amount of time to the Board work.

## Board Diversity (December 31, 2019)

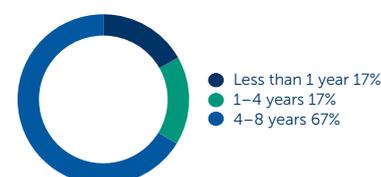
### Gender



### Age



### Tenure



The essentials of the diversity principles are described in this Statement. They can be reviewed in their entirety at [www.suominen.fi](http://www.suominen.fi).

## Board committees

The Board of Directors has two permanent committees: the Audit Committee and the Personnel and Remuneration Committee. The Board of Directors elects the members of the committees among its members at its annual organizing meeting. Both Committees report to the Board on their activities after each Committee meeting.

### Audit Committee

The main tasks of the Audit Committee relate to ensuring the Company's good governance, accounting and financial reporting, internal control systems and monitoring the activities of the external audit. The Audit Committee prepares for the Board matters that fall under its areas of responsibility, but it does not have independent decision-making powers unless the Board resolves otherwise on certain matters.

The Chair and members of the committee are elected annually at the Board's constitutive meeting. At least three members are elected to the committee. The members of the Audit Committee must be independent of the Company, and at least one member must be independent of the Company's significant shareholders.

### Audit Committee in 2019

The Audit Committee consisted of Hannu Kasurinen as Chair and Andreas Ahlström and Laura Raitio as members.

In 2019, the Audit Committee convened 4 times. The attendance rate at the meetings was 100%. The participation of each individual member is presented in the table below.

Name		Participation
Hannu Kasurinen	Chair	4/4
Andreas Ahlström	Member	4/4
Laura Raitio	Member	4/4

### Personnel and Remuneration Committee

The Personnel and Remuneration Committee prepares the remuneration and appointment matters concerning the Company's President & CEO and other senior management, as well as principles and procedures related to the remuneration of the Company's employees. The Committee prepares for the Board matters that fall under its areas of responsibility, but it does not have independent decision-making powers unless the Board resolves otherwise on individual matters.

The Chair and members of the committee are elected annually at the Board's constitutive meeting. The majority of the members of the Personnel and Remuneration Committee must be independent of the Company. The President & CEO or a member of the Company's or Group's management may not be a member of the Personnel and Remuneration Committee.

### Personnel and Remuneration Committee in 2019

The Personnel and Remuneration Committee consisted of Jan Johansson (Chair), Risto Anttonen, Laura Raitio (until March 19, 2019) and Sari Pajari (as of March 19, 2019).

In 2019, the Personnel and Remuneration Committee convened 3 times. The attendance rate at the meetings was 100%. The participation of each individual member is presented in the table below.

Name		Participation
Jan Johansson	Chair	3/3
Risto Anttonen	Member	3/3
Sari Pajari	Member as of March 19, 2019	3/3
Laura Raitio	Member until March 19, 2019	-

## President & CEO

The President & CEO (Managing Director) of Suominen is appointed by the Board of Directors. The President & CEO is responsible for day-to-day operations in accordance with the Companies Act and guidelines and instructions provided by the Board of Directors. The President & CEO is in charge of the day-to-day management of Suominen Group and is responsible for ensuring that the Company's accounting practices comply with the law and that its assets are reliably

managed pursuant to the Companies Act. The President & CEO acts as the Chair of the Executive Team as the immediate supervisor of the team's members.

**Petri Helsky**, born 1966, serves as the President & CEO of Suominen. Mr. Helsky holds Master of Science degrees both in Engineering and Economics.

## Executive Team

The President & CEO is supported by the Executive Team. In 2019, the Executive Team consisted of:

Executive Team member	Team member since	Born	Nationality	Education	Position	Share ownership
Petri Helsky	2019	1966	Finnish	M.Sc. (Tech.), M.Sc. (Econ.)	President and CEO	10,000
Toni Tamminen	2019	1978	Finnish	D.Sc. (Tech.), M.Sc. (Econ.)	CFO since July 2019	
Klaus Korhonen	2019	1974	Finnish	LL.M.	SVP, HR and Legal Affairs since August 2019	10,000
Lynda Kelly	2014	1964	US	B.Sc.	SVP, Business Development Until July 1, SVP Care	18,759
Markku Koivisto	2017	1971	Finnish	M.Sc. (Tech.)	CTO and as of July 1 SVP, Europe business area	14,822
Ernesto Levy	2015	1969	US	BIE & MBA	SVP, Americas business area Until July 1, SVP, Convenience	27,834
Mimoun Saïm	2011	1964	French	ENSI Engineering	SVP, Operations	29,060

**Tapio Engström** acted as CFO until April 2019.

**Hannu Sivula** acted as SVP, HR until July 2019 and

**Larry Kinn** acted as SVP, Operational Excellence until July 2019.

## Suominen's operative organization

As of July 1, 2019, Suominen's operative organization consists of two business areas, Europe and Americas (until July 1 Suominen's business areas were Convenience and Care), and seven global functions supporting the business: Operations, Finance, Sourcing, Technology, HR & Legal Affairs, Business Development and Communications & IR. The Company only has one operating segment.

## 2. Descriptions of internal control procedures and the main features of risk management systems

### Internal control

#### Control environment

Control operations are embedded in the activities of Suominen's organization. Controlling is executed in connection with the steering of business processes, supported by comprehensive reporting.

Suominen's control environment is based on instructions, the business culture and the way of working adopted by the Company's managers and employees. The Company has established values or guiding principles, which encourage everyone at Suominen to adopt an active and ethical way of working both with various stakeholders and within the Company. In cascading the principles in the organization, honesty, transparency and working in teams are integral elements of establishing high ethical standards throughout the Company.

The foundation of the internal control process relating to activities is based on the Company's policies approved by the Board of Directors and other directives and instructions. The responsibility structure of the Company is based on authority inherent in the positions and work descriptions, segregation of duties and the "four-eyes" and "one-over" decision-making principles. Effective internal control requires that duties are properly allocated to employees and potential conflicts of interests are identified and eliminated. A satisfactory control environment is ensured through internal analyses and evaluations of key processes.

The Company's Finance function supports the business areas and subsidiaries in analyzing their performance and profitability and in the decision-making concerning various business choices. Controllers at the subsidiary

level are responsible for ensuring that control procedures are in place and implemented in the subsidiaries. The ICT function ensures that the security checks of ICT systems throughout the Group are functioning and are conducted at a sufficient level.

#### Control activities

Internal control activities are in place to, among other things, verify that the Company's financial reports provide a true and fair view of the Company's financial position. It is the duty of the Board of Directors and the President & CEO to organize the internal control activities. Each member of the Board of Directors receives a monthly report on the Company's result and financial position.

In practice, control activities are conducted in the meetings of the Board of Directors and the management teams, where the results of the activities are reviewed. The Company's Finance function and the Group's controller network support and coordinate the financial management and control of the activities of the entire Group.

Internal control at Suominen has been decentralized across global functions, who monitor compliance with the operating guidelines approved by the Board concerning their areas of responsibility. In addition to the Group-level guidance, control measures are also taken at the business area and plant level. Control measures include both general and more detailed control procedures aimed at preventing, revealing and correcting errors and deviations.

In day-to-day business operations, several control activities are exercised to prevent potential errors and deviations in financial reporting. Moreover, control activities are in place to help reveal and correct the identified errors. Suominen categorizes its control activities into three categories. Documented instructions help the organization to standardize the monitoring of tasks. Continuous and regular reporting conveying

feedback on the performance of global functions and each Group company ensures that instructions and defined processes are followed. In critical processes, specific authorizations are needed in the work flow, either for security or for verification needs.

The need for separate evaluations, as well as their scope and frequency, is defined by assessing risks and the effectiveness of ongoing monitoring procedures. Information security and related control activities play a key role when the features of ICT systems are being defined and applied.

### Information and communication

The Company's Financial Manual, policies approved by the Board and other directives and instructions relating to financial reporting are updated and communicated on a regular basis by the management to all affected employees and are also available in the intranet systems of the Group. In addition, a standard reporting package is used by the business areas and the subsidiaries. Group management and business area management conduct monthly reviews that include an analysis of performance metrics and indicators assisting management to better understand the underlying business performance.

### Follow-up

Ongoing responsibility for follow-up rests with the business area management and controller functions.

Regular inspections by quality auditors or customer audit personnel cover also the internal controls of supply chain processes.

The Company's Finance function monitors the operations and processes of the subsidiaries and the accuracy of external and internal financial reporting.

## Risk management

Risk management is considered an integral part of running the business of Suominen, and the identification and assessment of risks is an essential element of internal control. The aim is to focus on the material risks that are significant from a business perspective. Risks are categorized into strategic, operational, financial and hazard risks.

Operational risks are considered to potentially have a material value in transactions with external parties. However, the Company's instructions, process check-ups, allocation of tasks and standards set up by total quality operating systems help to establish a prudent environment in which exposure to material risks can be mitigated.

Risks relating to financial reporting are evaluated and monitored by the Board, aiming to ensure that the financial reporting of the Company is reliable, supports decision-making and serves the needs of external stakeholders. The valuation of assets, liabilities and contingent liabilities based on various evaluation assumptions and criteria may constitute a risk.

Future estimates and assumptions on the reporting date involving a significant risk of causing material changes in the carrying amounts of assets and liabilities are continuously evaluated. Complex and evolving factors having an impact on business circumstances may add uncertainty to the assessment of the carrying amounts of assets. To avoid errors in stating the fair values of assets or liabilities, regular check-ups are made, e.g. by comparing material flows, values, and quantitative and qualitative data with the information in accounting. The risk of errors due to irregularities and discontinuities in information is reduced by using established and automated system-based audit trails.

### 3. Other information

#### Internal audit

Suominen does not have a separate internal audit organization. The Company's auditor presents annually the external audit plan to the Audit Committee.

The Audit Committee considers annually whether there is a need to perform extended audit procedures. If the Audit Committee finds it necessary, it agrees separately with the Company's auditor or other suitable parties on extended audit procedures. Findings related to extended audit procedures are reported to the Audit Committee, the President & CEO and the relevant management.

#### Insider management

Suominen complies with EU Regulation No. 596/2014 on market abuse ("MAR") and Nasdaq Helsinki Ltd's guidelines for insiders in force at any given time. In addition, the Board of Directors of the Company has confirmed specific insider guidelines for the Company to complement Nasdaq Helsinki Ltd's guidelines for insiders.

#### Directors required to submit notifications

Based on the MAR Regulation, Suominen no longer maintains a public insider register. Instead, Suominen maintains a list of the Company's directors and persons closely associated with them. Persons on that list have an obligation to notify Suominen and the Finnish Financial Supervisory Authority of all transactions made with Suominen's financial instruments by them or on behalf of them. Suominen will disclose the notifications it has received as stock exchange releases as soon as possible.

At Suominen Corporation, the members of the Board of Directors and the President & CEO have been defined as subject to the requirement to report their transactions.

Disclosed stock exchange releases on the transaction notifications of directors and persons closely associated with them can be viewed at [www.suominen.fi](http://www.suominen.fi) (> Investors > Share and shareholdings > Management transactions).

#### Closed period

Suominen's defined directors are subject to comply with the so-called closed period. The closed period applies prior to the disclosure of financial reports and lasts 30 calendar days, including the date of disclosure of a financial report. During the closed period, Suominen's defined directors may not trade with the share or another financial instrument of the Company. Core persons preparing financial reports, among others, are also subject to a similar 30-day closed period. The times of the closed periods are disclosed through a stock exchange release and in the event calendar available on the Company's website.

During a closed period, trading with Suominen's financial instruments by defined directors and core persons is possible only in certain very exceptional situations. An example of such an exceptional situation is a transaction conducted by a director or core person to participate in a share-saving scheme for Suominen employees which is a prerequisite of a director's or a core person's position. Any exceptions to the 30-day-long closed period requires the Company's approval of the transaction in question. The exception cannot be applied if a director or a core person has inside information.

#### Trading by directors and core persons

Directors and core persons must, in addition to abiding by the closed period and other trade restrictions, time their trading so that it does not weaken the general trust in the securities market. Suominen recommends that directors and core persons make long-term investments in the Company's shares and other financial instruments. Further, it is also recommendable to time the trading to a point in time when the market has as complete knowledge of the factors affecting the value of the share or the financial instrument as possible.

## Monitoring and control

The Insider Officer of Suominen is the Company's Chief Financial Officer. The Insider Officer is generally responsible for the administration of the Company's insider matters.

Without limiting the obligations arising from MAR, the Securities Marketing Act or Nasdaq's Insider Guidelines, the Company's insider administration assumes responsibility for internal communications concerning insider issues, training in insider issues within the Company, preparing and maintaining lists of directors and their closely associated persons, receiving notifications concerning the transactions of directors and their closely associated persons, going through the notifications and forwarding them to the Financial Supervisory Authority (if the director/closely associated person has authorized the Company to do so) and publishing the related stock exchange release, preparing and maintaining project-specific insider lists, preparing lists of personnel who are defined as core persons, monitoring insider issues, and administering the information to be published on the internet, if needed.

## Auditing

The Annual General Meeting held on March 19, 2019 re-elected Ernst & Young Oy, Authorized Public Accountant firm, as auditor of the Company. Ernst & Young Oy appointed Toni Halonen, Authorized Public Accountant, as the principally responsible auditor of the Company. The auditors and the Audit Committee of Suominen agree annually on an audit plan.

### Audit fees in 2019

Auditor's fees and services	EUR thousand
Auditing	488
Non-audit related fees (tax and other consulting fees)	46
<b>TOTAL</b>	<b>534</b>

## Principles for related party transactions

Suominen's related parties comprise Suominen Corporation and its subsidiaries as well as the members of the Board of Directors and Executive Team and their close family members as well as companies in which the individuals mentioned, alone or jointly with others, exercise control. Suominen maintains a list of its related parties. Any business transactions between the company and its related parties can be identified through the company's ERP system. The company continuously develops its processes for monitoring and identifying related party transactions and for ensuring such transactions are in the ordinary course of business and at arm's-length terms.