# Corporate Governance Report

# Corporate Governance Report for Aktia Bank Plc

This report has been approved by the Board of Directors of Aktia Bank Plc (Aktia) on 28 February 2019. The report has been prepared separately from the Report by the Board of Directors and has been examined by the Audit Committee of the Board of Directors.

This corporate governance report has been prepared in accordance with the Finnish Corporate Governance Code 2015. This report and other disclosures required under the Corporate Governance Code, the company's financial statement, the Report by the Board of Directors and the auditor's report for 2018 are available on the company's website, www.aktia.com.

# Recommendations concerning corporate governance

In addition to complying with legislation in force and the company's Articles of Association, Aktia also follows the 2015 Corporate Governance Code for Listed Companies issued by the Finnish Securities Market Association ('Corporate Governance Code'), which entered into force on 1 January 2016. The Code is publicly available on the website of the Finnish Securities Market Association, www.cgfinland.fi. Aktia is a supporting member of the Securities Market Association.

Aktia follows the recommendations of the Corporate Governance Code 2015.





#### **Back row from left**

#### Maria Jerhamre Engström

b. 1969

Member of the Board and member of the Board's Risk Committee

eMBA

Management Consultant focusing on IT and IT transformation

Member of the Board since 2018 Shares in Aktia Bank Plc

Shares in Aktia Bank Plo 31 Dec 2018: 1,322

#### **Johannes Schulman**

b. 1970

Member of the Board and member of the Board's Audit Committee

M.Sc. (Econ.)

Partner and CEO for Miltton Markets

Member of the Board since 2018

Shares in Aktia Bank Plc 31 Dec 2018: 1,421

#### Arja Talma

b. 1962

Vice chairman of the Board, Chairman of the Board's Audit Committee and member of the Board's Risk Committee

M.Sc. (Econ.), eMBA

Member of the Board since 2013

Shares in Aktia Bank Plc 31 Dec 2018: 5,822

### Catharina Stackelberg-Hammarén

b. 1970

Member of the Board, chairman of the Board's Remuneration and Corporate Governance Committee

M.Sc. (Econ.)

31 Dec 2018: 6,314

Managing Director, Marketing Clinic Oy

Member of the Board since 2012 Shares in Aktia Bank Plc

#### Front row from left

#### **Christina Dahlblom**

b. 1978

Member of the Board and member of the Board's Remuneration and Corporate Govenrnance Committee

Ph.D (Econ.)

CEO of Miltton Sparks Oy

Member of the Board since 2016

Shares in Aktia Bank Plc 31 Dec 2018: 3,657

# Stefan Damlin

b. 1968

Member of the Board and member of the Board's Risk Committee

M.Sc. (Econ.)

CEO of Vasa Elektriska Ab

Member of the Board since 2016

Shares in Aktia Bank Plc 31 Dec 2018: 3,961

# Lasse Svens

b. 1962

Chairman of the Board, Chairman of the Board's Risk Committee, member of the Audit Committee and member of the Board's Remuneration and Corporate Governance Committee

M.Sc. (Econ.)

Treasurer of the Åbo Akademi University Foundation sr

Member of the Board since 2016

Shares in Aktia Bank Plc 31 Dec 2018: 6,010

# Composition and duties of the Board of Directors

In keeping with the provisions of the Articles of Association, Aktia's Board of Directors encompasses a minimum of 5 and a maximum of 12 ordinary members. The shareholders' meeting decides on the number of Board members, elects Board members and decides on the fees to be paid to the Board members based on the proposal submitted by the shareholders' Nomination Committee. The Board members' mandates begin at the end of the Annual General Meeting and ends at the end of the following Annual General Meeting. The Board of Directors elects its Chairman and Deputy Chairman from among its members. No Board members are appointed through a special appointment procedure.

#### **Independence and diversity of Board members**

None of the Board members has been or is an employee of the company. The Board of Directors deems all members of the Aktia's Board to be independent in relation to Aktia within the meaning of the Corporate Governance Code 2015. According to the Board's assessment, all Board members with the exception of Lasse Svens, who is a member of the Board of Directors of Pension Insurance Company Veritas, are also independent of significant shareholders of the company (a shareholding representing at least ten per cent of the total number of shares or voting rights).

#### Aktia's Board of Directors until 10 April 2018:

Name:	Year of birth:	Education, job title and main occupation:
Dag Wallgren, Chairman	1961	M.Sc. in Business and Economics, Managing Director of the Swedish Society of
		Literature in Finland
Christina Dahlblom	1978	Ph.D. in Economics, CEO of Miltton Sparks Oy
Stefan Damlin	1968	M.Sc. in Business and Economics, CEO of Vasa Elektriska Ab
Sten Eklundh	1960	M.Sc. in Business and Economics
Kjell Hedman	1951	Business Economist
Catharina Stackelberg-Hammarén	1970	M.Sc. in Business and Economics, Managing Director of Marketing Clinic Ab
Lasse Svens	1962	M.Sc. in Business and Economics, Treasurer of the Åbo Akademi University
		Foundation sr
Arja Talma	1962	M.Sc. in Business and Economics, eMBA

#### Aktia's Board of Directors from 11 April 2018:

Name:	Year of birth:	Education, job title and main occupation:	
Lasse Svens, Chairman	1962	M.Sc. in Business and Economics, Treasurer of the Åbo Akademi University	
		Foundation sr	
Christina Dahlblom	1978	Ph.D. in Economics, CEO of Miltton Sparks Oy	
Stefan Damlin	1968	M.Sc. in Business and Economics, CEO of Vasa Elektriska Ab	
Catharina Stackelberg-Hammarén	1970	M.Sc. in Business and Economics, Managing Director of Marketing Clinic Ab	
Arja Talma	1962	M.Sc. in Business and Economics, eMBA	
Maria Jerhamre Engström	1969	eMBA, Management Consultat (IT and IT-transformation)	
Johannes Schulman	1970	M.Sc. in Business and Economics, CEO for Miltton Markets	

The Board of directors has approved principles for diversity with the aim of ensuring that the Board as a whole has the expertise and the diversity required to ensure a healthy board culture, preserve shareholder value through effective supervision of the business and increase shareholder value through insights and strategic thinking. The principles are available on the company's website, www.aktia.com/en/johto-ja-hallinto.

The principles for diversity have been taken into account in the composition of the Board. In 2018 until 10 April 2018 the share of female Board members was 38 %, from 11 April 2018 the share of female Board members was 57 %.

#### The duties of the Board of Directors

The Board of Directors represents Aktia and is responsible for managing the company in accordance with the provisions of the applicable laws and the Articles of Association. Apart from assignments given by the Board of Directors to its members in individual cases, Board members do not have individual duties related to the governance of the company.

#### **Board meetings**

The Board has adopted written rules of procedure for its work. Meetings of the Board are held mainly at Aktia's head office in Helsinki. When required, the Board can also hold meetings by telephone/e-mail and adopt resolutions without convening. In accordance with the rules of procedure, the Board normally meets once a month. At one longer meeting the Board mainly discuss the Group's strategy.

Meetings of the Board of Directors are deemed quorate when more than half of it's members, including the Chairman or Deputy Chairman, are present.

The rules of procedure for the Board of Directors define, the general duties of the Board, meeting procedures, meeting minutes, ordinary meeting business, preparation and presentation of matters to be dealt with at Board meetings and reporting procedures.

In 2018 the Board held 15 meetings. In addition, the Board of Directors adopted separate decisions on 14 occasions concerning matters that fall under its authority.

The following Board members have been members throughout 2018 and their attendance at meetings in 2018:

Svens Lasse, Chairman from 11 April 2018	
Deputy Chairman until 11 April 2018	14/15
Dahlblom Christina	15/15
Damlin Stefan	14/15
von Stackelberg-Hammarén Catharina	15/15
Talma Arja	15/15

The following persons were elected to the Board of Directors on 11 April 2018 and have thereafter attended Board meetings as follows:

Schulman Johannes, from 11 April 2018	10/10
Jerhamre Engström Maria, from 11 April 2018	10/10

The following persons resigned from the Board of Directors on 11 April 2018 and had before that attended Board meetings as follows:

Wallgren Dag, Chairman until 11 April 2018	4/5
Eklundh Sten, until 11 April 2018	5/5
Hedman Kjell, until 11 April 2018	5/5

#### Composition and duties of Board committees

To draw up issues to be resolved by the Board of Directors and to make decisions on certain defined matters, the Board of Directors has three committees. The committees' rules of procedures constitute a part of the Board of Directors' rules of procedure. Under the rules of procedure, the committees must have at least two and not more than four members. The rules of procedure also specify which matters are to be prepared by the committees and the matters on which the committees are authorised to decide.

Within the framework established by the Board of Directors, the Risk Committee can make independent decisions on risk-taking and risk management issues. In addition, the committee considers the central risk-related processes for capital and liquidity, internal capital adequacy assessment process (ICAAP) and the internal liquidity adequacy assessment (ILAAP) and draws up risk-related matters for the Board of Directors to pass decision on. The committee decides on the annual plan and on procedures for the Risk Control and Compliance function, and studies the reports submitted by Risk Control and Compliance. In 2018 the committee held 11 meetings.

Members of the Risk Committee and meeting attendance until 11 April 2018:

Eklundh Sten, Chairman until 11 April 2018	5/5
Hedman Kjell	5/5
Svens Lasse	5/5
Wallgren Dag	5/5

Members of the Risk Committee and meeting attendance from 11 April 2018:

Svens Lasse, Chairman from 11 April 2018	6/6
Jerhamre Engström Maria	6/6
Damlin Stefan	6/6
Talma Arja	6/6

The Audit Committee draws up matters to be decided upon by the Board of Directors that concern proposals for the financial statements and interim reports. The committee defines the principles for internal auditing and adopts the Group's internal audit plan. The committee studies the reports issued by the external auditor and the Internal Audit function and assesses the sufficiency of the other internal reports. The Audit Committee assesses the independence of the auditor or firm of auditors and, in particular, the provision of accessory services. In 2018 the committee held 7 meetings.

Members of the Audit Committee and meeting attendance until 11 April 2018:

Talma Arja, Chairman	3/3
Damlin Stefan	2/3
Svens Lasse	3/3

Members of the Audit Committee and meeting attendance from 11 April 2018:

Talma Arja, Chairman	4/4
Svens Lasse	4/4
Schulman Johannes	3/4

The Compensation and Corporate Governance committee prepares and puts forward proposals to be decided upon by the Board of Directors concerning guidelines for the remuneration and incentive schemes of executives, approval of the CEO's main duties towards the company, and on matters relating to the development of the Group's administration and control system. In 2018 the committee held 7 meetings.

Members of the Compensation and Corporate Governance Committee and meeting attendance until 11 April 2018:

Wallgren Dag, Chairman	2/2
von Stackelberg-Hammarén Catharina	2/2
Dahlblom Christina	2/2

Members of the Compensation and Corporate Governance Committee and meeting attendance until 11 April 2018:

von Stackelberg-Hammarén Catharina, Chairman	5/5
Dahlblom Christina	5/5
Svens Lasse	5/5

#### **Board members' shareholdings**

Shareholdings attributable to Board members, 31 December 2018

Name	Number of shares
Lasse Svens	6,010
Arja Talma	5,822
Christina Dahlblom	3,657
Stefan Damlin	3,961
Maria Jerhamre Engström	1,322
Johannes Schulman	1,421
Catharina von Stackelberg-Hammarén	6,314

Information on remuneration of Board members is found in Note G44 of the financial statements.



#### **Back row from left**

Anu Tuomolin	Juha Volotinen	Max Sundström	Carola Nilsson	Juha Hammarén
b. 1976	b. 1975	b. 1971	b. 1967	b. 1960
Director, HR	Director, IT	Director, Concept and	Executive Vice President,	Executive Vice President,
M.Sc. (Econ.)	M.Sc. (Econ.)	strategy M.Sc.Eng.	Private customers M.Sc. (Econ.) At Aktia since 2017	Deputy to CEO, Operational Activities LL.M., eMBA
At Aktia since 2018	At Aktia since 2010			
Shares in Aktia Bank Plc	Shares in Aktia Bank Plc	At Aktia since 2019		
31 Dec 2018: 2,613	31 Dec 2018: 7,209		Shares in Aktia Bank Plc 31 Dec 2018: 3,611	At Aktia since 2014
				Shares in Aktia Bank Plc 31 Dec 2018: 16,187

### Front row from left

Irma Gillberg-Hjelt	Mikko Ayub	Outi Henriksson	Anssi Rantala
b. 1962	b. 1969	b. 1969	b. 1972
Director, Corporate customers	CEO	CFO	Executive Vice President
	M.Soc.Sc., MBA	M.Sc. (Econ.)	Asset Management
LL.M.	At Aktia since 2018	At Aktia since 2017	D.Soc.Sc.
At Aktia since 2017	Shares in Aktia Bank Plc	Shares in Aktia Bank Plc	At Aktia since 2014
Shares in Aktia Bank Plc 31 dec 2018: 4,300	31 Dec 2018: 38	31 Dec 2018: 4,791	Shares in Aktia Bank Plc
			31 Dec 2018: 13,475

Martin Backman, CEO until 6 March 2018. Minna Miettinen, Director, CDMO until 23 November 2018. Sam Olin, Director, Premium Banking, in Executive Committee until 31 December 2018. Merja Sergelius, Vice President, Personal Banking, in Executive Committee until 31 December 2018.

#### CEO and his duties

Mikko Ayub, born 1969, M.Soc.Sc., MBA, took over as CEO on 1 October 2018. Martin Backman, born 1969, M.Sc. in Engineering and M.Sc. in Business and Economics, resigned as CEO on 5 March 2018. Juha Hammarén, born 1960, LL.M., eMBA, acting CEO during the period 6 March–30 September 2018.

The CEO is responsible for the day-to-day management of the Aktia Group. The CEO is to attend to his duties of overseeing the bank's day-to-day management in accordance with the instructions issued by the Board of Directors. The CEO prepares matters for the consideration of the Board of Directors and implements the Board's decisions. The CEO is assisted in the day-to-day management by an Executive Committee.

#### **Executive Committee**

#### **Duties of the Executive Committee**

The Group's Executive Committee is tasked with assisting the CEO. The Executive Committee discusses and monitors the outcome of the Group's strategy and its earnings performance as well as outcomes for significant projects and the achievement of defined targets.

The Executive Committee has no formal corporate law status. The Executive Committee consists of the CEO, who acts as chairman, the Segment Managers and Function Managers, as stipulated by the Board. The members of the Executive Committee report to the CEO. In 2018 the Executive Committee convened once a month, as a rule.

Anssi Rantala, b. 1972

Executive Vice President, in charge of Aktia Asset Management, Aktia Fund Management and Aktia Life Insurance

Education: D. Soc.Sc.

At Aktia since 2014

Irma Gillberg-Hjelt, b. 1962 Vice President Corporate Customers Education: LL.M.

Sam Olin, b. 1973

At Aktia since 2017

Vice President Premium Customers Education: B.Sc. in Business and Economics At Aktia since 2016

Outi Henriksson, b. 1969

CFO, in charge of Accounts, treasury, investor relations and legal matters

Education: M.Sc. in Business and Economics

At Aktia since 2017

Anu Tuomolin, b. 1976
Vice President, in charge of HR
Education: M.Sc. in Business and Economics
At Aktia since 2017

Juha Volotinen, b. 1975 CIO, in charge of the Group's IT functions Education: M.Sc. in Business and Economics At Aktia since 2010

#### **Composition of the Executive Committee**

At 31 December 2018 the Group Executive Committee consisted of the following persons:

Mikko Ayub, b. 1969 CEO

Education: M.Soc.Sc., MBA At Aktia since 2018

Juha Hammarén, b. 1960

Executive Vice President, Deputy to the CEO

In charge of Operational Activites, Acting Chief digital & Marketing Officer, in charge of digitalisation and marketing

Education: LL.M., eMBA At Aktia since 2014

Merja Sergelius, b. 1965

Executive Vice President, in charge of Private Customers

Education: eMBA At Aktia since 1986

Carola Nilsson, b. 1967
Executive Vice President, in charge of Private Banking
Education: M.Sc. in Business and Economics
At Aktia since 2017

### **Shareholdings of the Executive Committee**

Shareholdings attributable to members of the Executive Committee and related persons, 31 December 2018

Name	Number of shares	
Mikko Ayub	38	
Juha Hammarén	16,187	
Irma Gillberg-Hjelt	4,300	
Outi Henriksson	4,791	
Carola Nilsson	3,611	
Sam Olin	4,300	
Anssi Rantala	13,475	
Merja Sergelius	27,978	
Anu Tuomolin	2,613	
Juha Volotinen	7.209	

Information on remuneration of members of the Executive Committee is found in Notes G44 and G46 of the financial statements.

#### Internal control in the Aktia Group

The system of internal control is designed to ensure that the activities of the Aktia Group comply with the applicable regulatory requirements and the operational guidelines adopted by the Board. Internal control is implemented at all levels of the organisation. Ensuring the appropriate organisation and functioning of internal control is part of the duties of the Board of Directors of Aktia Bank Plc.

In addition to financial reporting processes, effective internal control in the Aktia Group is ensured by the Risk Control and Compliance functions, the independent actuarial function and the Internal Audit function. All these functions operate independently of the operational side of the business. Risk Control, Compliance functions and Internal Audit function report directly to the Group's Board of Directors and the boards of the Group's regulated subsidiaries. In addition, the independent actuarial function reports to the Board of Directors of Life-Insurance company. To ensure effective internal control, the Group's Board of Directors defines internal rules and regulations prepared by the Risk Committee of the Board of Directors. The Board is in charge of ensuring that risk management is carried out in an appropriate manner and of working methods which guarantee that the Aktia Group's business activities comply with the law.

#### **Financial reporting**

Internal controls in the financial reporting process are based on the following underlying principles: having clear roles, a clear division of responsibility, sufficient understanding of operations in the parts of the organisation concerned and comprehensive and regular reporting procedures in the Aktia Group.

To ensure that the financial reporting is accurate, system-based internal controls, duality and reconciliation have also been built into all key processes where information is recorded. Internal control is supported by observations made by the Group's Internal Audit function which, by means of random sampling, verifies the accuracy of information flows and the sufficiency of the level of control.

The Aktia Group's operational financial reporting organisation consists of an accounts unit at Group level that is in charge of external as well as internal financial reporting. The unit's remit includes consolidation, budgeting, internal performance monitoring, updating of accounting principles, and internal financial reporting guidelines and instructions. For each business segment and key individual subsidiaries within these units, segment controllers have been appointed with responsibility for financial monitoring and analysis. The Group's reports are compiled centrally and are based on a common financial reporting system covering external as well as internal reporting, which helps to ensure that day-to-day financial reporting is handled in a uniform manner.

Important parts of current accounting activities in companies within the Aktia Group have been outsourced to external companies that provide accountancy services. These accountancy services also include the maintenance of securities, purchasing and fixed asset ledgers and the preparation of accounts in accordance with Finnish accounting standards. The services are rendered in accordance with agreements entered into between the parties and comply with the guidelines and directives issued by the Financial Supervisory Authority and other authorities. In order to develop and assess cooperation, meetings are arranged regularly with service providers. The Aktia Group has an ownership interest in and is represented on the board of PP-Laskenta Oy, which handles the Aktia Group's outsourced bookkeeping services.

Within the Aktia Group, duties and responsibilities have been organised so that people involved in the financial reporting process only have very restricted rights of use to the different production systems and business applications in the respective business area. The Aktia Group's Chief Accounting Officer, who is in charge of internal and external financial management, is not involved in making direct business decisions. His incentive is mainly independent of factors driving the business. The Chief Accounting Officer reports to the Chief Financial Officer of the Aktia Group, who is a member of the Executive Committee.

The Aktia Group's internal reporting and monthly financial statements are based on the same structure and are prepared using the same standards as applied to the official interim financial statements and annual accounts. The monthly reports, supplemented by comparative analysis on previous periods, the budget, planned projects and central key figures for analysing the respective business segment are currently distributed to the Aktia Group's Board of Directors and management, selected key personnel and the auditors.

The Aktia Group's financial development and performance is addressed each month by the Group's executive committee. Similar detailed review takes place on a quarterly basis by the Group's Board of Directors and its Audit Committee in the form of interim reports and an annual report. The annual report is revised, and the interim reports are reviewed by the Group's external auditors, who report their observations to the Audit Committee. New or revised accounting principles are to be dealt with and approved by the Group's Board of Directors and its Audit Committee.

# **Risk management**

The Board of Directors of Aktia Bank Abp is responsible for ensuring the appropriate organisation of risk management in the Group. The Aktia Group has a Risk Control function which is independent of the operational side of the business, and which evaluates risk management in the Group and its subsidiaries and reports on risks to management and the Board of Directors. The function monitors that risks are appropriately measured,

analysed and monitored in all areas of activity in the Group and makes assessments of the Group's overall risk position. The Risk Control function reports to the Executive Committee and, on a quarterly basis, to the Group's Board of Directors and its Risk Committee. The Risk Control function also reports to the boards of the concessionaire subsidiaries on a quarterly basis. Risk control in the subsidiaries takes account of the particular characteristics of each subsidiary and the specific regulations which apply to its operations. The Risk Control function is guided by a set of principles and an annual plan for the function, which are adopted annually by the Board of Directors.

The Board determines principles, instructions, risk strategies and risk appetite in the Group, and thus establishes a framework for risk management in the Group.

The main principles for risk management in the Aktia Group as well as the processes and internal control procedures are described in detail in the Capital and Risk Management Report 2018 CAR, which is available on the website, www.aktia.com/en/julkaisut.

#### **Then Compliance function**

In the Aktia Group the Compliance function performs advisory, supervisory and reporting tasks for the purpose of ensuring compliance with the applicable customer protection, market conduct and anti-money laundering regulations, and is responsible for maintaining instructions on compliance risk management. Compliance is a separate function which supports Aktia's operational activities and is tasked with ensuring that these activities are conducted in compliance with the applicable laws. The Compliance function reports on a quarterly basis to the Group's Board of Directors and its Risk Committee and to the boards of the concessionaire subsidiaries describing the function's observations, significant changes in the regulations applied and any impact that these may have on the activities. The Compliance function is governed by a set of principles and an annual plan for the function which are adopted annually by the Board of Directors.

#### Internal auditing

The Aktia Group has an Internal Audit function that is independent of the operational side of the business. The function examines the adequacy and effectiveness of the internal monitoring system and the quality of the tasks performed, and thereby (by addressing observed shortcomings and identifying areas of potential improvement) helps to ensure that necessary changes are implemented. Principles for the activities of the Internal Audit function as well as the Group's audit plan are reviewed and adopted by the Group's Board of Directors on an annual basis. On a quarterly basis, Internal Audit reports on its key observations, the review of previously implemented actions and the implementation of the audit plan directly to the Aktia Group's Board of Directors and its Audit Committee.

The Internal Audit function operates in accordance with the international framework for the professional practice of internal auditing, including the definition of internal audit, the professional ethical code, and guidelines for professional internal auditing. The function also follows other legislation and regulatory requirements applying to the industry.

#### Insider administration

As a listed company and issuer, Aktia Bank Abp follows Nasdaq Helsinki Oy's (the Helsinki Stock Exchange) Guidelines for Insiders and the Market Abuse Regulation (MAR), under which companies are required to draw up insider lists and lists of persons discharging managerial responsibilities and persons closely associated with them. More information on the handling of insider information is available on Aktia's website www.aktia.com/en/johto-ja-hallinto/sisapiirihallinto.

#### Related party transactions

To ensure that possible conflicts of interest are taken into consideration in an appropriate way in decision-making, an evaluation of the company's all related party transactions will be made. Aktia Bank has defined its related parties (i.e. close relations) and is involved in regular trading with these. These business transactions are a part of the company's normal business, as many of the related parties are also customers of Aktia Bank. With the exception of employee benefits for those related parties employed by Aktia, all business transactions are made at normal customer terms and conditions, following determined decision-making processes so that for instance decisions concerning credits to the CEO are taken by the Board of Directors.

For Aktia significant business transactions with related parties, business transactions with related parties, deviating from the bank's normal business operations, or business transactions made at other than market terms shall be approved by the bank's Board of Directors. Special attention shall be paid to that the related parties do not benefit from their positions.

Aktia's Finance unit evaluates and monitors transactions made with related parties as part of its routines for control and reporting. Related party transactions are reported in Aktia Bank's annual report (Note G44).

#### **Auditor**

The auditing firm KPMG Oy Ab with Marcus Tötterman, Authorised Public Accountant, as lead audit engagement partner has been the Aktia Group's auditors in 2018. The auditor is elected by the shareholders' meeting. Information on fees paid for audit and non-audit services is provided in Note G13 to the financial statements.

# **Contact information**

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