

WULFF GROUP PLC  
**CORPORATE GOVERNANCE  
STATEMENT**  
**December 31, 2010**



## **CORPORATE GOVERNANCE STATEMENT**

Wulff Group Plc is a growing and increasingly international listed company and the Finnish market leader in office supplies. Wulff sells and markets office supplies, business and advertising gifts, IT supplies and ergonomics. Its service range includes diverse fair and event marketing services. In addition to Finland, Wulff operates in Sweden, Norway, Denmark and Estonia. The Group also serves its customers online with a web store for office supplies at [wulffinkulma.fi](http://wulffinkulma.fi).

Wulff Group Plc's corporate governance is based on the Companies Act, Securities Market Act and regulations regarding corporate governance of public listed companies, as well as the Articles of Association. The current Articles of Association are available on the Group's website [www.wulff-group.com](http://www.wulff-group.com). Wulff Group Plc adheres also to the Finnish Corporate Governance Code which is publicly available on Securities Market Association's web pages ([www.cgfinland.fi](http://www.cgfinland.fi)). The entire document describing the Group's corporate governance principles and practices is available on the Group's investor pages ([www.wulff-group.com](http://www.wulff-group.com)). This Corporate Governance Statement is presented separately from the Review of the Board of Directors which is presented on pages 5-8 in the Annual Report.

### ***General Meeting***

Wulff Group's highest decision-making powers are exercised by shareholders at the company's general meeting held at least once a year. The Annual General Meeting (AGM) is held annually on the date determined by the Board of Directors within six months of the end of the financial period either in the company's domicile, Helsinki, or in Espoo. Shareholders may exercise their rights to speak, request information and vote.

Shareholders are invited to general meetings by publishing the notice in at least one newspaper determined by the Board of Directors or by delivering a written notice to each shareholder to the address recorded in the shareholder list. The notice and instructions for participating the meeting are published in a stock exchange release. The Board's proposed agenda as well as the proposed Board members and auditors are announced in the notice or in a separate stock exchange release before the general meeting.

The Annual General Meeting handles the tasks pertaining to it according to the Limited Liability Companies Act and Wulff Group's Articles of Association, which include:

- adopting the income statement and balance sheet
- handling the profit or loss according to the adopted balance sheet, dividend distribution
- discharging the members of the Board of Directors and the CEO of liability
- determining the number of Board members and appointing members for one year at a time
- electing auditors
- determining the fees of Board members and auditors, as well as the criteria for reimbursement of travel expenses
- other matters mentioned in the notice of the meeting.

The general meeting is also authorised to amend the Articles of Association. An Extraordinary General Meeting is summoned, if required, by the Board of Directors.

In 2010, Wulff Group Plc's Annual General Meeting was held on April 23, 2010. The Annual General Meeting adopted the financial statements for the financial year 2009 and discharged the members of the Board of Directors and CEO from liability. The AGM decided to pay a dividend of

EUR 0,05 per share and authorised the Board of Directors to decide on the repurchase of the company's own shares. The Annual General Meeting accepted also the Board's proposal concerning the authorisation to perform share issues. Due to a change in the legislation, the Annual General Meeting decided to amend the Articles of Association in a way that the invitations to the General Meetings are delivered at least 21 days prior to the General Meeting, but not later than nine days before the General Meeting record date. The Annual General Meeting also elected the Board members and it was informed that Nexia Oy, Authorised Public Accountants, and Juha Lindholm, Certified Auditor, continued operating as the Company's auditors.

In 2011, Wulff Group Plc's Annual General Meeting will be held on Thursday April 28, 2011. A separate notice to the Annual General Meeting will be published prior to the meeting.

### **Board of Directors**

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 risk management principles for the company and ensures the proper operation of the management system.

The Annual General Meeting elects three to six members to the Board of Directors and at most as many deputy members. The Board's term ends at the termination of the first Annual General Meeting following the election.

In the organising meeting held after the AGM, the Board elects a Chairperson among its members. Should the Chairperson be disqualified or prevented from attending to his/her duties, a Deputy Chairperson is elected among Board members for the duration of the meeting.

The Board of Directors supervises the management of company operations, administration and accounting. It annually confirms a written charter for its activities, which it complies with in addition to the Articles of Association, Finnish legislation and other regulations. The charter lays out the Board's meeting procedures and tasks. According to the Board's charter, in addition to the issues specified in legislation and the Articles of Association, Wulff Group's Board of Directors:

- approves the company's long-term goals and strategy
- approves the company's action plan, budget and financing plan and supervises their implementation
- handles and adopts interim reports and the financial statements
- decides on individual big and strategically significant investments, such as company acquisitions and disposals of business operations
- appoints the CEO and decides on his/her salaries and wages
- approves risk management and reporting procedures
- draws up the dividend policy
- sets up committees, if needed, to enhance Board work
- appoints the Group's management
- supervises auditing
- assesses the auditor's independence and additional auditing services.

Wulff Group's Annual General Meeting held on April 23, 2010 elected six members to the Board of Directors. The previous Board members Erkki (Ere) Kariola, Ari Pikkarainen, Pentti Rantanen, Sakari (Saku) Ropponen and Heikki Vienola were re-elected and Andreas Tallberg was elected as

a new member of the Board. Ari Lahti acted as the Chairman of the Board until the Annual General Meeting on April 23, 2010. The organising meeting of the Board of Directors, held after the Annual General Meeting, decided that the new Chairman of the Board is Sakari (Saku) Ropponen.

The Board of Directors consists of the company's major shareholders, who are employed full time by the company, and of outside experts. The Board must have sufficient expertise in at least the following areas: economy and finance, management, marketing and sales. Each Board member acts as an expert in his or her field on the Board. The Finnish Corporate Governance Code recommends that both genders would be represented in the Board. In Wulff Group's Board elected by the Annual General Meeting, both genders are not represented. In the AGM's election of the Board members, attention has been paid to that the persons elected have adequate and versatile expertise and possibility to devote a sufficient amount of time to the work.

The majority of Board members must be independent of the company. In addition, at least two of the members in this majority must be independent of the company's major shareholders. The independence is evaluated in compliance with recommendations of the Finnish Corporate Governance Code. The Board members independent of the company and of major shareholders are Erkki (Ere) Kariola, Pentti Rantanen, Sakari (Saku) Ropponen and Andreas Tallberg. Heikki Vienola and Ari Pikkarainen are major shareholders and employed by the Group.

The current Board members are:

*Sakari (Saku) Ropponen, b. 1957*

Chairman of the Board

Responsibilities: education, human resources development

Substantial education, experience and positions of trust:

- Wulff Group's Chairman of the Board since 2010
- Wulff Group's Board member since 2000
- Fresh Outdoor Oy's Chairman of the Board since 2006
- ToPo Helsinki Oy's Board member 2009-2010
- Linedrive Oy's managing director 1994-2009
- Dinger Oy's Chairman of the Board since 2009
- Mercuri International Oy's sales and marketing consultant 1985-1994
- Wulff ownership as of December 31, 2010: Sakari Ropponen and his related parties owned 10,000 Wulff shares representing 0.2 percent of the Company's shares and votes.

*Erkki (Ere) Kariola, b. 1948*

Board member

Responsibilities: Acquisitions, Internationalisation, Strategic planning

Substantial education, experience and positions of trust:

- Master of Science in Engineering, Master of Science in Economics
- Wulff Group's Board member since 2006
- 3i Group Plc's Senior Advisor 2006-2008
- 3i Finland Oy's Managing Director 2000-2006 as well as Managing Director of the company's predecessors SFK Finance Oy and Start Fund of Kera Oy since 1991
- Yleiselektroniikka Oy's President and Board Member 1986-1991
- Isku Yhtymä Oy's Board Member since 2007
- Suomen Kerta Oy's Board member since 1997
- Aquamec Oy's Board member since 1995
- Talent Partners Oy's Board member since 2009
- Wulff ownership as of December 31, 2010: -

*Ari Pikkarainen, b. 1958*

Board member

Responsibilities: sales and its development

Substantial education, experience and positions of trust:

- Wulff Group's Board member since 1999
- Wulff Group's Deputy CEO since 1999
- Suomen Rader Oy's, Naxor Finland Oy's and Visual Globe Oy's Managing Director 1994-2008
- Akro Oy's Sales Manager 1990-1994
- Oy Eric Rahmqvist Ab's Sales Manager 1984-1989
- Wulff ownership as of December 31, 2010: Ari Pikkarainen and his related parties owned 1,392,025 Wulff shares representing 21.1 percent of the Company's shares and votes. Additionally, Heikki Vienola and Ari Pikkarainen have a joint control of Keskinäinen Kiinteistö Oy Vanha Talvitie 12 which owned 51,250 Wulff shares (0.8%).

*Pentti Rantanen, b. 1945*

Board member

Responsibilities: Sales and marketing

Substantial education, experience and positions of trust:

- Wulff Group's Board member since 2006
- Würth Oy's Managing Director 1976-2003
- Würth Oy's Chairman of the Board since 2004
- Würth Elektronik Oy's Chairman of the Board since 1990
- Würth Group's Management Team Member since 2001
- Ferrometal Oy's Chairman of the Board since 1989
- Wulff ownership as of December 31, 2010: -

*Andreas Tallberg, b. 1963*

Board member

Responsibilities: strategy, acquisitions

Substantial education, experience and positions of trust:

- Master of Science in Economics
- Wulff Group's Board member since 2010
- G.W. Sohlberg Oy's Managing Director since 2007
- Glaston Oyj's Chairman of the Board
- Perlos Oyj's Chairman of the Board until 11/2007 and Perlos Oyj/Lite-On Mobile's Vice Chairman of the Board since 11/2007
- Myllykoski Oy's Board member
- Handelsbanken Finland Ab's Board member
- Franck Media Oy's Board member
- Detection Technology Oy's Chairman of the Board
- StaffPoint Oy's Chairman of the Board
- Wulff ownership as of December 31, 2010: -

*Heikki Vienola, b. 1960*

Board member, Group CEO

Responsibilities: Finance, Acquisitions

Substantial education, experience and positions of trust:

- Master of Science in Economics
- Wulff Group's Board member since 1999
- Wulff Group CEO since 1999
- Vinstock Oy's Managing Director 1984-2004, Belton Oy's Managing Director 1990-2004
- Arena Center Oy's Board member since 1994

- Wulff ownership as of December 31, 2010: Heikki Vienola and his related parties owned 2,561,505 Wulff shares representing 38.8 percent of the Company's shares and votes. Additionally, Heikki Vienola and Ari Pikkarainen have a joint control of Keskinäinen Kiinteistö Oy Vanha Talvitie 12 which owned 51,250 Wulff shares (0.8%).

Due to the Group's small size, setting up board committees has not been considered necessary. The entire Board of Directors has handled all its tasks.

The Board of Directors convenes on average once a month during the financial year and more often if needed. The Chairperson of the Board is responsible for convening meetings and for meeting activities. The meeting agenda is prepared by the CEO together with the Secretary of the Board. Wulff Group's Board of Directors convened 11 times in 2010 (12 times in 2009). The average meeting attendance was 88 percent (90% in 2009). At its organisation meeting the Board approved the charter and action plan for 2010 and evaluated the independence of its members. Under the Board's guidance, the company carried out an acquisition in line with its strategy and continued the repurchase of company shares. According to the meeting plan for 2011, the Board of Directors will convene 11 times.

The Board carries out annual assessments of its operations and working styles based on a self-evaluation form. In 2010, the assessment was carried out in writing at year end. Based on the assessment, Board work was successful.

## **CEO**

The Board appoints the Chief Executive Officer (CEO) who supervises the company's operational management in compliance with the instructions and guidelines provided by the Board. The CEO ensures that the Board has sufficient information to assess the company's operations and financial situation. The CEO is responsible for the accomplishment of the Board's decisions and reports the results to the Board.

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 CEO of the parent company Wulff Group Plc acts also as the Group's CEO and as the Chairman of the Group Executive Board.

Heikki Vienola, M.Sc. (Econ.), has acted as the CEO of Wulff Group since 1999.

## ***Group Executive Board***

The Group Executive Board led by the Group CEO is responsible for the Group's operations in practice. The Group Executive Board convenes regularly to analyse and evaluate the financial and business performance as well as the key development initiatives of both divisions. The management team has no official statutory position but, in practice, it has a significant role in the organisation of the company management.

Based on the CEO's proposal, the Board of Directors confirms the composition and new nominations of the Group Executive Board members. The Group Executive Board includes the Group CEO, the Group Deputy CEO, Direct Sales Division Director, Managing Director of Wulff Oy Ab, Group CFO and Group Communications and Marketing Director.

The Managing Directors of subsidiaries are in charge of the business operations in each subsidiary. Significant decisions, such as significant investments, are subject to the Group CEO's

approval. Each subsidiary has its own financial administration, while groupwide financial administration is the responsibility of the Group's Chief Financial Officer.

The divisions' financial reports and the situation of the businesses' key development projects are on the agenda of the Group Executive Board which convenes on a monthly basis. In 2010, the Group Executive Board convened 11 times.

The Group Executive Board consists of the following members:

*Heikki Vienola, b. 1960*

Group CEO, Board member, Chairman of the Executive Board

Responsibilities: Strategy, Acquisitions

Substantial education, experience and positions of trust:

- Master of Science in Economics
- Wulff Group's Board member since 1999
- Wulff Group CEO since 1999
- Vinstock Oy's Managing Director 1984-2004, Belton Oy's Managing Director 1990-2004
- Arena Center Oy's Board member since 1994
- Wulff ownership as of December 31, 2010: Heikki Vienola and his related parties owned 2,561,505 Wulff shares representing 38.8 percent of the Company's shares and votes. Additionally, Heikki Vienola and Ari Pikkarainen have a joint control of Keskinäinen Kiinteistö Oy Vanha Talvitie 12 which owned 51,250 Wulff shares (0.8%).

*Ari Pikkarainen, b. 1958*

Board member, Executive Board member

Responsibilities: sales and its development

Substantial education, experience and positions of trust:

- Wulff Group's Board member since 1999
- Wulff Group's Deputy CEO since 1999
- Suomen Rader Oy's, Naxor Finland Oy's and Visual Globe Oy's Managing Director 1994-2008
- Akro Oy's Sales Manager 1990-1994
- Oy Eric Rahmqvist Ab's Sales Manager 1984-1989
- Wulff ownership as of December 31, 2010: Ari Pikkarainen and his related parties owned 1,392,025 Wulff shares representing 21.1 percent of the Company's shares and votes. Additionally, Heikki Vienola and Ari Pikkarainen have a joint control of Keskinäinen Kiinteistö Oy Vanha Talvitie 12 which owned 51,250 Wulff shares (0.8%).

*Jani Puroranta, b. 1974*

Wulff Oy Ab's Managing Director

Responsibilities: Wulff Oy Ab's management

Substantial education, experience and positions of trust:

- Master of Science in Economics, MBA
- Wulff Group Executive Board member since 2008
- Wulff Oy Ab's Managing Director since 2010
- Wulff Group's Executive Vice President and Head of Contract Customers Division 2009-2010
- Wulff Group's Chief Business Development Director 2008-2009
- OMX Exchanges ja Helsinki Exchanges: 1997-2004, e.g, Senior Vice President - Business Development & Support, Senior Vice President - Finnish Derivatives Markets
- Privanet Capital: Partner 2000-2002
- McKinsey & Company: Engagement Manager, Associate 2006-2007
- Wulff ownership as of December 31, 2010: 10,000 Wulff shares representing 0.2 percent of the Company's shares and votes.

*Veijo Ågerfalk, b. 1959*

Head of Direct Sales Division

Responsibilities: Direct Sales Division

Substantial education, experience and positions of trust:

- Executive Board member since 2004
- Executive Vice President and Head of Direct Sales Division of Wulff Group Plc since 2009
- Managing Director of Belttton Svenska AB since 1998
- Country Manager of Belttton Svenska 1993-1998
- Managing Director and Partner of Liftpolen AB 1990-1993
- Wulff ownership as of December 31, 2010: Veijo Ågerfalk and his related parties owned 52,000 Wulff shares representing 0.8 percent of the Company's shares and votes.

*Kati Näätänen, b. 1976*

Chief Financial Officer (CFO)

Responsibilities: Finance, Investor Relations, Secretary of the Board

Substantial education, experience and positions of trust:

- Master of Science in Economics
- Wulff Group's CFO and secretary of the Board of Directors since 2010
- Rapala VMC's Group Financial Controller, 2009-2010
- KPMG Oy's Audit Manager, Authorized Public Accountant (APA), 1999-2009
- Wulff ownership as of December 31, 2010: -

*Tarja Törmänen, b. 1974*

Communications Director

Responsibilities: Communications and Marketing

Substantial education, experience and positions of trust:

- NLP Practitioner, NLP Coach
- Executive Board member since 2009
- Wulff Group's Communications Director since 2009
- Wulff Group's Communications Manager/Brand Manager since 2002
- Vista Communication Instruments' Office Manager 2001-2002
- Previtä Oy's Communications Manager 2000-2001
- Belttton Group's Brand Manager 1999-2000
- Wulff ownership as of December 31, 2010: 100 Wulff shares (0.0%)

## **Remuneration**

According to the company's Articles of Association, the Annual General Meeting determines the remuneration of the Board members. The fees of the Board members are paid in fixed amounts of cash. In 2010, a monthly fee of EUR 1,000 was paid to the Chairman and those three other Board members who are independent of the company. The Group CEO Heikki Vienola and Deputy CEO Ari Pikkarainen are not paid any compensation for Board membership or meetings. The Group has not granted loans, guarantees or other contingencies to the Board members.

The Board determines the Group CEO's remuneration and other contractual issues. Remuneration of CEO Heikki Vienola consists of salaries paid in cash. He does not have fringe benefits. The CEO's salary in 2010 totalled 50 thousand euros (48 thousand euros in 2009). The CEO's benefits include statutory pension. The pension age has not been determined. The period of notice is three months, as determined in the employment contract. No separate compensation for the period of notice is included in the contract.

The Group's Deputy CEO is Ari Pikkarainen whose remuneration consists of salaries paid in cash. In 2010, Ari Pikkarainen was paid salaries of 57 thousand euros (55 thousand euros) in cash.



Remuneration of senior management consists of monetary wages, fringe benefits, additional pensions, annually-determined performance-based bonuses and possible share-based incentives. In addition to fixed monthly salaries, a part of the payments is based on financial performance and the person's individual goal-setting. The Group CEO determines the contractual terms, salaries and possible other benefits and incentives of the Executive Board members. In addition to the Executive Board members, also a few managing directors of the subsidiaries are paid based on the performance incentive program. The written contracts for managing directors define the customary mutual period of notice and possible other special compensation.

In 2010, the other Executive Board members, excluding the Group CEO and Group Deputy CEO, were paid salaries of 425 thousand euros (374 thousand euros in 2009) in cash and fringe benefits as well as an extra pension benefit of 17 thousand euros (13 thousand euros). For 2010, performance-related compensation totalled 42 thousand euros when one Executive Board Member was granted share rewards for a value of 42 thousand euros. Performance-related bonuses were not paid in cash in 2010. In 2009, performance-related compensation was not paid in shares but in cash for a total of 17 thousand euros.

The Group does not have any option schemes currently in force. Share reward plan is a part of Wulff Group's incentive and commitment program for its key personnel. Wulff Group Plc's Board of Directors makes the rules for the share reward plans and approves the key persons to be included in the plan. The Group's first share reward plan was for years 2008-2010 and in February 2011 a new share reward plan for years 2011-2013 was approved. In March 2010, the Board of Directors decided to assign 5,000 treasury shares owned by the company without compensation to Group's key person on March 23, 2010. In February 2011, the Board decided to grant 10,000 treasury shares owned by the Company without compensation to Group's key person on February 11, 2011 based on the results achieved in 2010. Based on the share reward plan for 2011-2013, a maximum of 100,000 Company shares can be granted and during a two-year restriction period, it is prohibited to transfer the shares. More information on share reward plans is presented in Note 23 of the consolidated financial statements.

Summary of the top management's employment benefits in 2009-2010:

EUR 1000	2010	2009
Board members' salaries and fees		
Heikki Vienola, Group CEO	50	48
Ari Pikkarainen, Group Deputy CEO	57	55
Sakari Ropponen, Chairman of the Board since 4/2010 (previously a member)	12	12
Ari Lahti, Chairman of the Board until 4/2010	5	12
Erkki Kariola	12	12
Pentti Rantanen	12	12
Andreas Tallberg (4/2010 - )	7	0
Board members' benefits total	155	151
Group management board's basic salaries and fringe benefits	425	374
Group management board's bonuses	0	17
Group management board's additional pension benefits	17	13
Group management board's share rewards	42	0
Group management board's benefits total *	484	404
<b>Top management's employee benefits total</b>	<b>639</b>	<b>555</b>

\* Others than Group CEO Heikki Vienola and Group Deputy CEO Ari Pikkarainen

## **Risk management, internal control and internal audit**

The Board of Directors is responsible for the internal control and the Group CEO arranges the management and supervision of internal controls' effectiveness in practice.

Ultimate responsibility for accounting, accuracy of the financial statements and supervision of asset management is carried by Wulff Group's Board of Directors. Business control and supervision are carried out through a groupwide reporting system. Each business area's and subsidiary's net sales, main expenses and operating profit with comparison data are reported to the Board each month. Additionally the Group CEO presents an overview of the current situation and future outlook based on weekly and monthly analyses.

The divisions' financial reports and the situation of the businesses' key development projects are on the agenda of the Group Executive Board which convenes on a monthly basis. Additionally, Contract Customers Division's and Direct Sales Division's management groups convene and discuss the division's issues each month. The subsidiaries' own Boards of Directors and management teams discuss their own business issues which are taken also to the division- or group-level management boards if those issues have influence also on other group companies. The Group CEO and CFO analyse and control each subsidiary's and business area's operations, performance and financial status regularly.

Wulff Group follows the risk management policy devised by the Board of Directors, which determines the objectives and responsibilities of risk management, as well as the reporting procedures. The company's risk management supports the achievement of strategic objectives and ensures business continuity. The accomplishment of risk management policies are controlled with internal audit regularly and also external auditors supervise the adequacy and effectiveness of the risk management as a part of the audit procedures related to Group's governance.

Risk management is part of Wulff Group's business operations management. Wulff's risk management is guided by legislation, business objectives set by shareholders as well as the expectations of customers, personnel and other important stakeholders. The Group's risk management aims to systematically and extensively identify and understand any risks that may prevent the achievement of the Group's business objectives, as well as to ensure that risks are appropriately managed when making business-related decisions. Threats to business include risks related to acquisitions, risks related to the staff and its availability, as well as factors related to the general economic development and the company's reputation.

Risks are classified into three categories: strategic, operational and market risks. The risk management process aims to identify and assess risks and then plan and implement practical measures to deal with each risk. Possible measures include, for example, avoiding the risk, reducing it in different ways or transferring it with insurance or agreements.

Wulff Group Plc carries out biannual risk surveys to determine the main risks in terms of their significance and probability. The division and business unit leaders are responsible for carrying out the surveys and risk monitoring on which they report to the Group Executive Board. Selected persons are responsible for the monitoring of specific issues within each risk category i.e. strategic, operative or market risks. The Group has not set up a separate organisation for risk management. Instead, risk management is arranged in compliance with the company's other business operations and organisation structure.

The divisions' financial reports and the situation of the businesses' key development projects are on the agenda of the Group Executive Board which convenes on a monthly basis.

The main risks determined in the risk survey, changes in the significance and probability of the risks, as well as the persons responsible, actions completed and results achieved are reported to the Group's Board of Directors every six months. Special attention is paid to any possible new risks detected.

More information on risks and risk management is presented on pages 51-52 of the Annual Report 2010.

The goal of Wulff Group Plc's internal audit is to ensure that the Group's internal processes and operating methods are efficient and correct. Internal audits are carried out on the basis of an annually prepared audit plan, which the Board of Directors approves at the beginning of the year. The Group's internal auditor draws up the plan, presents it to the Board of Directors and reports on the implementation of the measures. The internal auditor reports directly to the Board of Directors.

### **External audit**

Based on the Articles of Association, Wulff Group Plc shall have 1-2 auditors. If the Annual General Meeting elects only one auditor and if the auditor is not a firm of authorised accountants, additionally one deputy auditor shall be elected. Auditors are appointed for an indefinite term.

Wulff Group Plc has two auditors who have worked as the company's auditors since 1999. The auditors are Nexia Oy, Authorised Public Accountants, and Juha Lindholm, Certified Auditor. The lead auditor nominated by Nexia Oy was Jukka Havaste, Authorised Public Accountant, until spring 2010. The current lead auditor is Christer Antson, Authorised Public Accountant.

In addition to their statutory duties, the auditors report their audit findings to the Chairman of the Board, when necessary, and at least once a year to the Board of Directors.

The Annual General Meeting decides on the auditors' fees and the expense compensation principles. Based on the Board's decision, auditors can be paid reasonable fees for non-recurring other service assignments. The auditors of all Wulff group companies were paid fees of 239 thousand euros in 2010:

EUR 1000	2010
Audit	191
Tax services	0
Other services	48
Total	239

Following the corporate governance regulations, the auditors do not own Wulff Group Plc's or its subsidiaries' shares.

### **Insider administration**

Wulff Group Plc complies with the Guidelines for Insiders issued by NASDAQ OMX Helsinki Ltd. The public insider register of Wulff Group Plc is maintained in Euroclear Finland's SIRE system. The public insider register includes the members of the Board of Directors, the CEO, members of Group management and auditors. In the Group's website, the public insiders' shareholdings include Wulff shares owned by the insiders themselves, their spouses and persons under influence as well as the corporations under their control.

Permanent insiders include those who, based on their duties, regularly receive or handle unpublished information that has an impact on the share price. In addition, project-specific insider

registers are maintained for acquisitions or other projects that may have a material impact on the share price. Insider issues are included in CFO Kati Näättänen's responsibilities.

Insiders are not allowed to trade in securities issued by Wulff Group Plc during 14 days preceding the publication of financial statements reviews and interim reports ('closed window'). The company aims to avoid investor events during the insider trading prohibition period.

A list of the people entered in the public insider register, their connections and shareholdings in Wulff Group Plc is presented in the Group's investor pages ([www.wulff-group.com](http://www.wulff-group.com)).

## **Communications**

The Group publishes all its stock exchange releases and other other matters related to listed companies' disclosure requirements on its website in Finnish and English. The Annual Report is published in electronic format so that it is equally available to all shareholders.

The Group's stock exchange releases, Corporate Governance principles and insider information is available in the Group's investor pages ([www.wulff-group.com](http://www.wulff-group.com)).

Before year end, the investor calendar with publishing dates for the Group's financial information during the next calendar year is published in a stock exchange release and on the Group's web site before year end. Prior to the publication of financial releases, there is a silent period of two weeks ('closed window') during which the management do not answer questions concerning the company's performance and when the insiders are not allowed to trade in Wulff shares.

Every six months, along the publication of the Annual Accounts and the Interim Report for January-June, the Group arranges events for investors and analysts. The company aims to avoid investor events during the insider trading prohibition period.