

# CORPORATE GOVERNANCE STATEMENT 1 JAN-31 DEC 2015



# Corporate Governance Statement 2015

## Contents

Regulatory framework	2
Governing bodies	2
General Meetings	3
Shareholders' Nomination Board	3
Board of Directors	4
The Committees of the Board	5
Company management	7
Main features of the internal control and risk management system pertaining to the financial reporting process	9
Description of the overall system	9
Control environment	9
Risk Assessment	10
Control activities	10
Information and communication	10
Monitoring and improvement	11
Internal Audit	11
Compliance	11

## Regulatory framework

This Corporate Governance Statement is issued pursuant to the Finnish Corporate Governance Code 2010 for listed companies. It sets out the governing bodies and the principles of governance of Finnair Plc. Finnair complies with the recommendations of the Code without exceptions.

The principal legislative authorities on corporate governance of Finnish listed companies are the Companies Act, the Securities Market Act, the regulation and guidelines issued by the Financial Supervision, the rules and instructions for listed companies issued by Nasdaq Helsinki and the Finnish Corporate Governance Code, all of which are complied with by Finnair. Company specific authorities on the governance of Finnair are the Articles of Association and the principles, policies and guidelines issued by Finnair's Board of Directors.

The Articles of Association, the published policies and other additional information on Finnair's corporate governance can be found at Finnair's internet site at [www.finnairgroup.com](http://www.finnairgroup.com). The Corporate

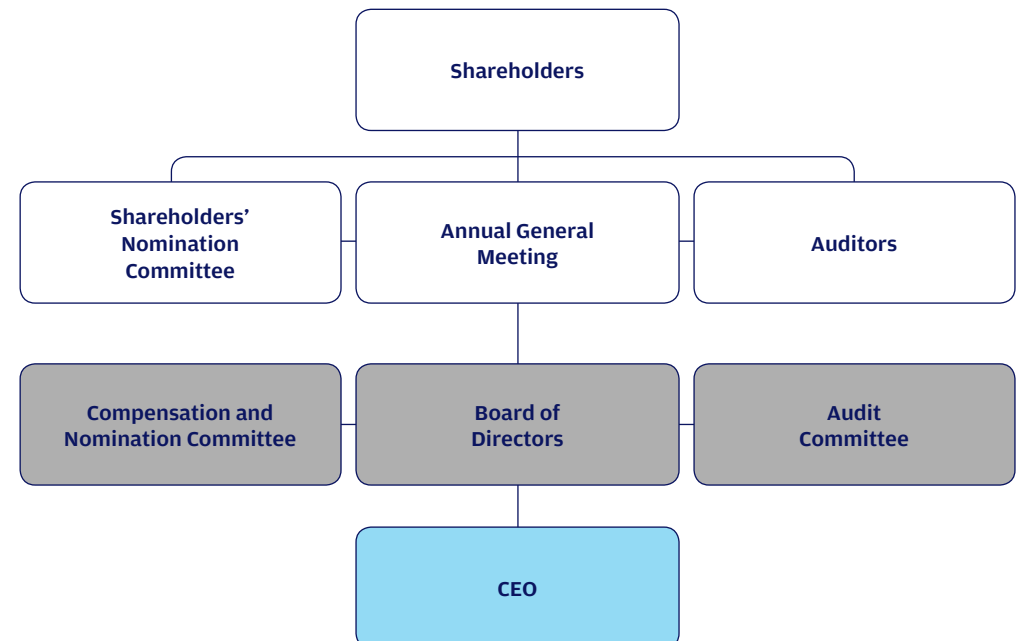
Governance Code is publicly available on the website of the Securities Market Association's website at [www.cgfinland.fi](http://www.cgfinland.fi).

This statement has been approved by Finnair's Board of Directors and it has been prepared as a separate report from the Board of Directors' Report. Finnair's auditing firm, PricewaterhouseCoopers, has verified that the description of the main features of the internal control and risk management related to the financial reporting process contained herein are consistent with the financial statements.

## Governing bodies

The governing bodies of Finnair pursuant to the Companies Act and the Articles of Association are the General Meeting of Shareholders, the Board of Directors (the "Board") and the Chief Executive Officer (the "CEO"). The roles of the governing bodies are described below.

### Governing bodies of Finnair



## General Meetings

The ultimate authority in Finnair is vested in the General Meeting of Shareholders. An Annual General Meeting (the "AGM") must be held each year by the end of May.

The competence of the General Meeting of Shareholders is set out in the Companies Act and in Finnair's Articles of Association. The AGM shall annually decide on the following matters:

- adoption of the financial statements and the consolidated financial statements
- the use of the profit shown on the balance sheet
- the discharging of the Members of the Board and the CEO from liability
- the appointment of the Members of the Board and their remunerations
- election of the Chairman of the Board from among the Members
- the election and remuneration of the auditor.

The Board convenes the General Meetings of Shareholders by publishing a notice not earlier than three months and not later than three weeks before the date of the meeting and always at least nine days before the record date of the meeting. The notice shall be published as a stock exchange release and on Finnair's website.

Each shareholder who is registered on the record date as a shareholder in the company's public register of shareholders, maintained by Euroclear Finland Oy, has the right to participate in the General Meeting of Shareholders. If a holder of nominee-registered shares wishes to participate in the meeting, he or she has to register temporarily in the register of shareholders. Furthermore, in order to attend the meeting, a shareholder must register for the meeting in the manner defined in the notice convening the meeting.

A shareholder has the right to have a matter falling within the competence of the General Meeting of Shareholders addressed by the meeting, if the shareholder so demands in writing from the Board by the date announced on Finnair's internet site.

The minutes of the General Meeting of Shareholders and the voting results, if any, shall be made available to shareholders on Finnair's internet site within two weeks of the meeting.

### 2015 Annual General Meeting

Finnair's AGM 2015 was held in Helsinki on 25 March. A total of 257 shareholders, representing 68 per cent of the shares and voting rights of the company, participated either in person or by proxy representatives. All Board members, all candidates for Board membership and the auditors of the company were present in the meeting.

## Shareholders' Nomination Board

The AGM 2013 decided to establish a permanent Shareholders' Nomination Board. The term of the Nomination Board continues until further notice. The previous practice since 2008 was that a Shareholders' Nomination Committee was established annually by the AGMs.

The purpose and task of the Nomination Board is to prepare and present to the AGM, and, if necessary, to an Extraordinary General Meeting, proposals on the remuneration of the members of the Board, on the number of members of the Board and on the members of the Board. In addition, the task of the Nomination Board is to seek potential future candidates for Board members. The Nomination Board shall forward its proposals to the company's Board by 31 January each year.

The Nomination Board shall consist of four members, who shall be nominated annually. The company's three largest shareholders shall appoint three of the members, and the Chairman of the Board shall serve as the fourth member. The company's largest shareholders entitled to appoint members to the Nomination Board shall be determined on the basis of the registered holdings in the company's shareholder register held by Euroclear Finland Ltd as of the first working day in September each year. In the event that a shareholder does not wish to exercise its right to appoint a representative, such right shall pass to the next largest shareholder.

The members of the Nomination Board are not remunerated by Finnair for their membership in the Nomination Board. The members' expenses are reimbursable in accordance with the company's expense policy. In addition, the Nomination Board's costs of using external experts shall be borne by the company.

### 2013 and 2014 Nomination Boards

The Nomination Board established in 2013 consisted of the representatives of three largest shareholders as at the first working day September 2013 and of the Chairman of the Board. The shareholders were the State of Finland, Keva and Skagen Global Verdipapirfond and the composition of the Nomination Board was the following:

- Mr. Eero Heliövaara, b. 1956, M. Sc. (Econ.), M. Sc. (Eng.), Director General in the Ownership Steering in the Prime Minister's Office (Chairman);
- Mr. Robin Backman, b. 1971, M. Sc. (Econ.), Portfolio Manager in Keva;
- Mr. Per Wennberg, b. 1969, B. Sc. (Hon.) in Business Management, Skagen's Managing Director in Sweden;
- Mr. Klaus Heinemann, see details on page 112.

The Nomination Board convened three times and all members were present in the meetings. On 31 January, 2014, the Shareholders' Nomination Board submitted to the Board its proposal for the AGM held on 27 March 2014.

The Nomination Board established in 2014 consisted of the representatives of three largest shareholders as at the first working day September 2014 i.e. the State of Finland, Keva and Skagen Global Verdipapirfond, and of the Chairman of the Board. Skagen funds sold their shares in Finnair Plc in November 2014 and consequently their representative in the Shareholders' Nomination Board resigned. The right to nominate a member to the Nomination Board was thus transferred to the fourth largest shareholder of Finnair Plc as at the first working day September, Ilmarinen. The composition of the 2014 Nomination Board was the following:

- Mr. Eero Heliövaara, see above, (Chairman);
- Mr. Robin Backman, see above;
- Mr. Per Wennberg, see above; (until 15 Dec 2014)
- Mr. Harri Sailas, b. 1951, M. Sc. (Econ.) President and CEO of Ilmarinen Mutual Pension Insurance Company (from 15 Dec 2014 until 30 April 2015)
- Mr. Klaus Heinemann, see details on page 112.

The Nomination Board convened two times and all members were present in the meetings. On 29 January, 2015, the Shareholders' Nomination Board submitted to the Board its proposal for the AGM to be held on 25 March 2015.

#### **2015 Nomination Board**

The Nomination Board established in 2015 consisted of the representatives of three largest shareholders as at the first working day September 2015 i.e. the State of Finland, Keva and Ilmarinen, and of the Chairman of the Board. The composition of the 2014 Nomination Board was the following:

- Mr. Eero Heliövaara, see above, (Chairman);
- Mr. Robin Backman, see above;
- Mr. Timo Ritakallio, b. 1962, Master of Laws, MBA, President and CEO of Ilmarinen Mutual Pension Insurance Company
- Mr. Klaus Heinemann, see details on page 112.

The Nomination Board convened 4 times and the participation rate was 87.5%. On 31 January, 2016, the Shareholders' Nomination Board submitted to the Board its proposal for the AGM to be held on 17 March 2016. The proposals are available at Finnair's website.

#### **Board of Directors**

The Chairman and the Members of the Board are elected by the AGM. According to the Articles of Association, the Board consists of the Chairman and a minimum of four and a maximum of seven

other members. The Board elects a Deputy Chairman from among its members. The term of office of the members of the Board ends at the close of the first AGM following their election.

According to the Companies Act, the Board represents all shareholders of Finnair and has the general duty to act diligently in the interests of the company. Under law, the Board is accountable to the shareholders for the appropriate governance of the company and for ensuring that the operations of the company are run adequately.

The accountability for the company's governance pertains specifically to the assurance of the effectiveness of the Company's system of internal controls. The main features of the company's system of internal controls and risk management are described later in this report. Finnair has a number of policies issued by the Board, designed to enhance the internal controls. The policies are regularly updated and communicated to the personnel.

In addition to the Board's statutory tasks, certain significant matters are reserved for the Board's decision, as set out in the Board's charter. The Board sets the company's strategic aims and monitors the implementation of the same by the management, approves other significant strategic matters, investments, divestments and capital commitments and approves the business and financial plans, significant partnerships and other major contracts. The Board reviews the performance of the management and it appoints and removes the CEO and other members of the executive management and determines their levels of remuneration. The Board also attends to the succession planning of the management. The Board establishes and regularly evaluates the group's personnel policies, including the compensation structures. The Board's charter is available on Finnair's website in its entirety.

The Board evaluates its work annually. The Board's gender distribution in the composition elected by 2015 AGM is four men and three women.

#### **Members of the Board and their independence**

The 2015 AGM held on 25 March elected Mr. Klaus Heinemann as Chairman of the Board and Ms. Maija-Liisa Friman, Mr. Jussi Itävuori, Mr. Harri Kerminen, Ms. Gunvor Kronman, Ms. Jaana Tuominen and Mr. Nigel Turner as other members of the Board. The Board elected Mr. Harri Kerminen as its Vice Chairman.

Board members represent a diverse range of business and other backgrounds, bringing a broad spectrum of views and experiences to Board deliberations. The Board assessed the independence of its members and concluded that all members are non-executive members independent of the Company and its major shareholders.

### Members of the Board in 2015 and their attendance in Board and Committee meetings

In 2015, the Board met 10 times. In addition, the Board made per capsulam decisions 4 times during the year. See the table below for information on the Board members' participation in the meetings during 2014.

Name	Personal Information	Participation in Board meetings in 2015	Participation in Committee meetings in 2015	
			Audit	Remuneration
<b>Mr. Klaus W. Heinemann</b>	Chairman of the Board since 27 March 2013 Member of the Board since 28 March 2012 B. 1951, B.Sc. (Econ.) Main occupation: Board professional Committee membership: Audit Committee until 27 March 2014	10/10		
<b>Mr. Harri Kerminen</b>	Member of the Board since 24 March 2011 Vice Chairman of the Board since 28 March 2012 B. 1951, M. Sc. Tech, MBA Main occupation: Board professional Committee memberships: Audit and Compensation and Nomination Committee	9/10	5/6	5/5
<b>Ms. Maija-Liisa Friman</b>	Member of the Board since 28 March 2012 B. 1952, M.Sc. (Eng.) Main occupation: Board professional Committee memberships: Audit Committee (Chairman)	10/10	6/6	
<b>Mr. Jussi Itävuori</b>	Member of the Board since 28 March 2012 B. 1955, M. Sc. (Econ.) Main occupation: Board professional Committee memberships: Compensation and Nomination Committee (Chairman)	10/10		5/5
<b>Ms. Gunvor Kronman</b>	Member of the Board since 28 March 2012 B. 1963, Master of Arts Main occupation: CEO of Swedish-Finnish Cultural Centre Committee membership: Compensation and Nomination Committee	9/10		4/5
<b>Ms. Jaana Tuominen</b>	Member of the Board since 27 March 2014 B. 1960, M. Sc. (Eng.) Main occupation: CEO of Paulig Group Committee membership: Compensation and Nomination Committee	10/10		4/5
<b>Mr. Nigel Turner</b>	Member of the Board since 27 March 2014 B. 1958, BA (Hon.) Main occupation: - Committee membership: Audit Committee	10/10	6/6	

More information on the Members of the Board is available on page 112 and on Finnair's website.

### The Board's work in 2015

In 2015 the Board met 10 times in person and had 4 additional online or telephone meetings. In addition to its regulatory duties, the Board's actions included the following:

- Evaluated the company's strategy, followed the implementation of the existing strategic initiatives and set the company's strategic direction, mission and objectives as well as focus areas for 2015-2017;
- Reviewed the mid- and long-term investment and funding plans
- Decided on the issue of an EUR 200 million hybrid bond and redemption of an existing EUR 120 million hybrid bond;
- Approved the capacity expansion of the Airbus narrowbody fleet by increasing seat count and acquiring additional aircraft;
- Approved the investment in the new Cargo logistics centre;
- Approved the investments in on board Wi-Fi technology;
- Approved a share saving plan targeted to the entire staff and the conditions and objectives for the next period of the long-term share incentive plan targeted to the key employees, and set the personnel fund's performance bonus criteria for 2015;
- Approved the divestment of the majority shareholding in Nordic Regional Airlines;
- Decided to launch a purchase programme of treasury shares; and
- Assessed and developed its working practices.

### The Committees of the Board

The Board delegates certain of its functions to the Audit Committee and to the Compensation and Nomination Committee. The Board appoints the Committee members and their Chairs from among the members of the Board. The minimum number of members is three in both Committees.

Each Committee meets regularly under their respective charters. The Committees' tasks and the work carried out by them during the year are described in their respective sections below. The Committees report on their work regularly to the Board but they do not have decision-making powers independent from the Board, except where expressly authorised by the Board. Copies of the Committees' charters are available on Finnair's website.

### Audit Committee

The Audit Committee assists the Board in its task to ensure the proper governance of the company, in particular, by considering the accounting and financial reporting, the Company's internal control systems and the work of the external auditors. The Audit Committee addresses concerns pertaining to control matters as may be detected by the management or the internal audit or external auditors of the company. These are reported to the Board by the Audit Committee. The Audit Committee ensures that appropriate action is taken by the management to rectify identified shortcomings.

According to the Corporate Governance Code, the members of the Committee must be sufficiently qualified to perform the responsibilities of the Committee.

### The main duties of the Audit Committee

The Audit Committee shall:

- monitor the financial status of the company
- monitor the reporting process of financial statements and interim reports and assess the draft financial statements and interim reports
- assess the efficiency of the company's internal controls, internal auditing and risk management system
- monitor the statutory audit and review all material reports from the auditor
- assess the independence of the auditors, in particular with regard to their ancillary services
- prepare for the Board proposals to the Annual General Meeting regarding the election of the auditor(s) and their remunerations
- review the auditors' and internal auditors' audit plans and reports
- review the company's corporate governance statement
- prepare for the Board the group's risk management policies
- prepare for the Board decisions on significant changes in the accounting principles or in the valuations of the group's assets;
- assess the group's compliance with laws and regulations; and
- maintain contact with the auditors.

After 2015 AGM, the Audit Committee members are Ms. Maija-Liisa Friman (Chairperson), Mr. Nigel Turner and Mr. Harri Kerminen. All Committee members are independent of the Company and of its significant shareholders.

In accordance with its annual plan, the Audit Committee met 6 times in 2015 with an aggregate attendance rate of 94.5 per cent. Each meeting addressed, in addition to the regular agenda items, special themes under the annual plan. The CEO, the CFO, the Head of Internal Audit and Risk Management as well as the external auditor also participated in the Committee's meetings. Finnair's General Counsel acted as the secretary of the Audit Committee. The Committee held closed sessions as well as sessions where the External or Internal Auditors participated without the presence of the members of the management. The Committee also performed its annual self-evaluation.

### The Audit Committee's activities in 2015

In addition to its customary tasks, in 2015 the Audit Committee attended selected focus areas, comprising supplementary pensions, Joint Business Agreements in Atlantic and Japanese traffic; investments, financing and cash flows; accounting treatment of Airbus A350 and Embraer E190 aircraft investments; and risk management.

The Audit Committee also:

- In cooperation with the management, arranged competitive tendering for the group's audit services and prepared a proposal to the Annual General Meeting on the appointment of the auditor;
- Reviewed and approved a risk-based internal audit plan for 2014 and assessed the sufficiency of the resources in the internal control functions;
- Discussed with the CEO, the CFO and the auditors the company's accounting policies and the estimates and judgements that were applied in preparing the reports;
- Performed an annual self-assessment and set the Committee's annual plan for 2016.
- Selected the following areas of specific attention for 2016: financial reporting segments; financial risk hedging; investment, financing and cash plans; changes in IFRSs and the implementation of new standards; development project of financial management processes and controls; and an audit analysis in the aviation sector.

### Compensation and Nomination Committee

The Compensation and Nomination Committee assists the Board in matters pertaining to the compensation and benefits of the CEO and other senior management, their performance evaluation, appointment and successor planning. The Committee assists the Board also in establishing and evaluating the group's compensation structures and other personnel policies. By virtue of a Board authorisation, the Committee ascertains the achievement of targets for short-term incentives and approves the payment of incentives to the CEO and other top management.

### The main duties of the Compensation and Nomination Committee

The Committee prepares the following matters for the Board:

- compensations, pensions, benefits and other material terms of the contract of the CEO
- compensations, pensions and benefits of the top executives of the group, and other material terms of their contracts to the extent that the same deviate from the customary practice
- nominations of the CEO and other top executives
- top executives' succession planning
- composition of the Executive Board
- equity-based incentive plans
- the principal compensation policies and practices regarding the personnel
- management's participation in the boards' of directors of the group and of external companies
- major organisational changes
- proposals of awarding the members of the management honorary decorations and titles.

A copy of the Committee's charter is available on Finnair's website.

After the 2015 AGM, the members of the Compensation and Nomination Committee elected are Mr. Jussi Itävuori (Chairman), Ms Gunvor Kronman, Ms Jaana Tuominen and Mr. Harri Kerminen. All Committee members are independent of the Company and of its significant shareholders.

The members of the Compensation and Nomination Committee met 5 times in 2015 with an aggregate attendance rate of 90 per cent. The CEO and the Head of HR were invited to the meetings to assist the Committee. Finnair's General Counsel acted as the Committee's secretary.

#### The Compensation and Nomination Committee's work in 2015

The Committee, among other things:

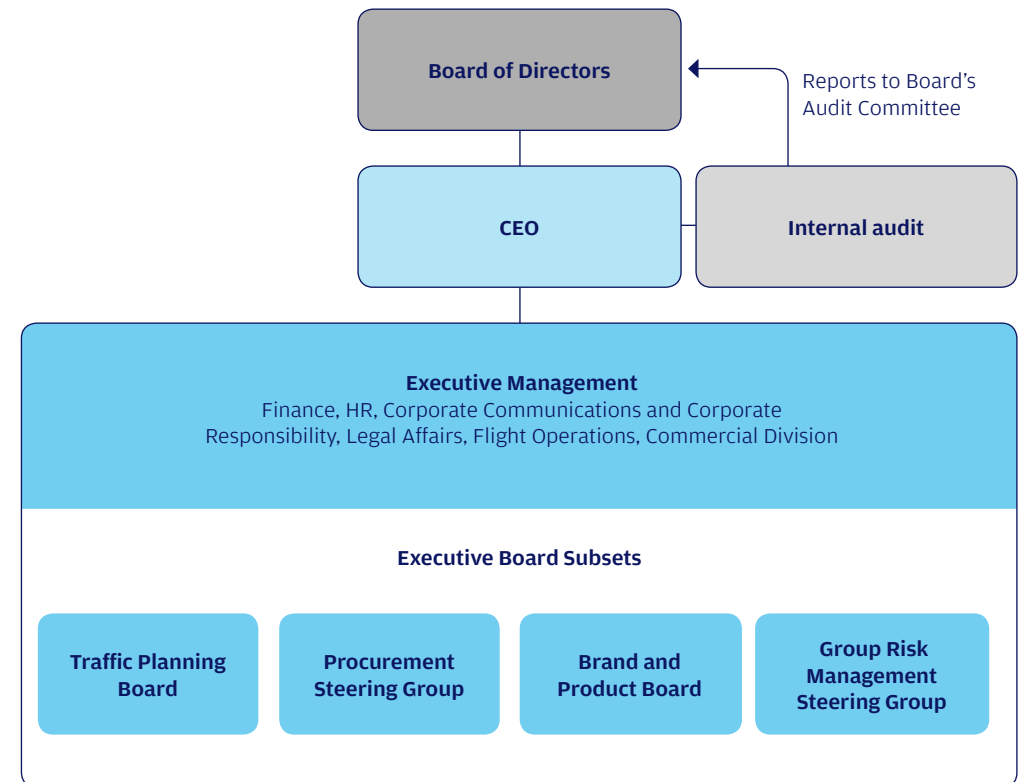
- Prepared for the Board approval the conditions and targets of the employee share saving plan (FlyShare) for 2015;
- Reviewed the senior management's compensation levels compared to the market level, assessed the performance of the management relative to the long and short term incentive targets, and approved the payment of short-term management incentives;
- Assisted the Board in determining the personnel fund's bonus criteria for 2015 and the semi-annual targets and conditions for top management;
- Assisted the Board in determining the participants, targets and conditions for the next earnings period of the share bonus plan for key personnel;
- Assessed the development needs of the share bonus program and personnel fund as well as other rewarding principles and practices of the company;
- Assessed the methodology and results of the company's successor and talent mapping;
- Monitored the company's management development initiatives and progress in the company's value and cultural reform;
- Assessed the potential impact of the increase in the general retirement age on the company's supplementary pension expenses and monitored the related negotiations between the company and its pilots;
- Monitored a project in the company to develop its payroll administration;
- Assessed its meeting practices and tasks.

## Company management

### Finnair's corporate structure

Finnair has two business areas: Airline Business and Travel Services (tour operators and travel agencies) and its financial reporting is based on this grouping. Shared functions in Finnair's Group Administration are Finance and Control, Human Resources, Communications and Corporate Responsibility, Corporate Development, Legal Affairs and Internal Audit.

### Company Management



### The CEO

The CEO is appointed by the Board. The CEO manages the company's day-to-day operations in accordance with guidelines and instructions issued by the Board. The CEO's instructions from the Board include, in particular, the implementation of Finnair's strategy, driving of structural change and improving the company's profitability. The CEO acts as the Chairman of the Executive Board.

The Board determines the CEO's compensation and sets his short and long term incentive targets. The main contents of the CEO's contract, including his compensation and benefits, are described in the Remuneration Statement and on Finnair's internet pages.

The CEO of Finnair is Mr. Pekka Vauramo, b. 1957, M. Sc. (Mining).

### Executive Board

The Executive Board of the Company is led by the CEO and it comprises the senior management responsible for Finnair's operations and commercial activities, finance and control, human resources, communications and corporate responsibility and legal affairs. The members' respective roles and their shareholdings in Finnair are more fully described on the company's web pages. The senior management is appointed and removed by the Board, which also determines their remuneration and other terms of employment.

The duties of the Executive Board include group-wide development projects, the definition of principles and procedures that guide the company's activities, and the preparation of matters to be dealt with by the Board. The Executive Board also acts as Finnair's risk management steering group.

In 2015, Finnair's Executive Board met twice a month on average. A major proportion of the Executive Board's time was used in leading key projects relating to Finnair's strategy and further development of the strategy. The Executive Board also launched a project to reform the values and culture to support the strategy, and an extensive project to develop leadership and expertise. The Executive Group also focused on the company's financial position, financing, investments and securing the aircraft capacity required by growth of feeder traffic, as well as the improvement of operational quality, customer experience and occupational wellbeing of the personnel. In addition, the Executive Board addressed ancillary sales, risk management as well as successor and talent mapping. During the year, ownership arrangements of Nordic Regional Airlines were finalised. Year 2015 culminated with the ceremonious introduction of the next-generation Airbus A350 aircraft, symbolising at the same time the Finnair team spirit and its personnel's professionalism and commitment to the Asian growth strategy.

### Subsets of the Executive Board

The Executive Board delegates certain of its functions to three subsets. These subsets' decision making authority is derived from that of the Executive Board, set by the Board by way of the approval limits, policies and instructions.

**Network Planning Group** is responsible for fleet and network strategy and short and long-term traffic planning of Finnair's scheduled, leisure and cargo traffic, among other things. The Group is headed by VP Resource Management and Corporate Development, and it meets monthly.

**Procurement Steering Group** is responsible for Finnair's Procurement Policy, procurement category structure and related development projects. It also approves significant supplier contracts (with the exception of IT contracts) and their related governance models. The Group is headed by the CFO and meets at least quarterly.

**Brand and Product Board** is responsible for strategic brand steering and management as well as product decisions. It decides, for example, on brand development activities, service identity and visual identity of Finnair. The Board is headed by the CEO and meets bi-monthly.

In addition Executive Board acts as the **Group Risk Management Steering Group**. Risk Management Steering Group is responsible for the Group's strategic risk assessment and setting risk management priorities and risk management measures. It assesses the adequacy and timeliness of the Group's risk management policy. In addition, it approves changes in the risk reporting process, Finnair common risk language and risk model. The Steering Group is headed by the CEO and meets bi-monthly.

### Management Board

Finnair Management Board is principally a communication and co-operation forum designed for the personnel's participation in the company's governance processes, especially with regard to matters that affect the personnel. The focus of the Management Board work is on enhancing communication and understanding between the personnel groups and the management as to the implementation of the company's strategic objectives and on sharing information and discussing plans and projects that affect Finnair's personnel. The Management Board also discusses the business plans and financial performance of the Group, the operational quality and customer satisfaction as well as significant development projects. The Management Board comprises the Executive Board members, certain senior managers and the representatives of all personnel groups.

In 2015, the Management Board met 7 times.

### Corporate Governance in Finnair subsidiaries

For major subsidiaries, the members of the boards of directors are selected from individuals belonging to Finnair's senior management and, in selected subsidiaries, also from representatives proposed by personnel groups. The key tasks of the boards of directors of subsidiaries include strategy preparation, approving operational plans and budgets, and deciding on investments and commitments within the scope of the approval limits issued by Finnair's Board.

The subsidiaries of Finnair are presented in the Financial Statements 2015 under Note 4.2.

### Governance principles in key partnerships and outsourcings

Finnair has equity partnership in Nordic Regional Airlines Oy through Nordic Regional Airlines AB (ownership 40 per cent). Nordic Regional Airlines Oy is a Finnish regional passenger airline operating ATR turboprop and Embraer 170 and 190 aircraft. Its route network is designed to provide convenient feeder connections to Finnair's European and long-haul routes. Finnair's influence over the governance of the company is secured by shareholding and various contractual rights.



Finnair has entrusted certain important operational services to world class service providers. LSG Sky Chefs Finland Oy runs the former catering businesses of Finnair at Helsinki Airport. It supplies Finnair’s catering services pursuant to a multi-year agreement designed to ensure Finnair’s receipt of high quality services, cost savings and other benefits. Other similar long-term arrangements exist in the ground handling services, with Swissport Finland Ltd, and in the engine and component services with SR Technics, Lufthansa Technik and Rolls Royce. The cost and quality targets of these agreements have been determined so as to correspond at least to a good general market level.

Finnair participates in joint ventures consisting of certain airlines belonging to the oneworld alliance. These joint ventures seek to improve competitiveness and efficiency in a manner benefitting the passengers. Finnair’s influence in the joint ventures is based on contractual arrangements. Decisions by the joint venture are sought to be made unanimously.

All Finnair's service providers are expected to comply with Finnair's Code of Conduct and Finnair's Supplier Code of Conduct, and Finnair is entitled to audit the Supplier’s governance and security practices to ensure this.

Finnair's Code of Conduct and Supplier Code of Conduct are available on Finnair's website.

**Main features of the internal control and risk management system pertaining to the financial reporting process**

**Description of the overall system**

The objective of internal control and risk management system pertaining to the financial reporting process is to provide the Board, the Executive Management and other key stakeholders with a reasonable assurance of the reliability and correctness of financial and operational reporting, as well as compliance with associated laws, regulations and internal policies. It is built on the principles of Finnair’s overall system of risk management which is aligned with commonly accepted COSO ERM framework and ISO 31000:2009 standard for risk management.

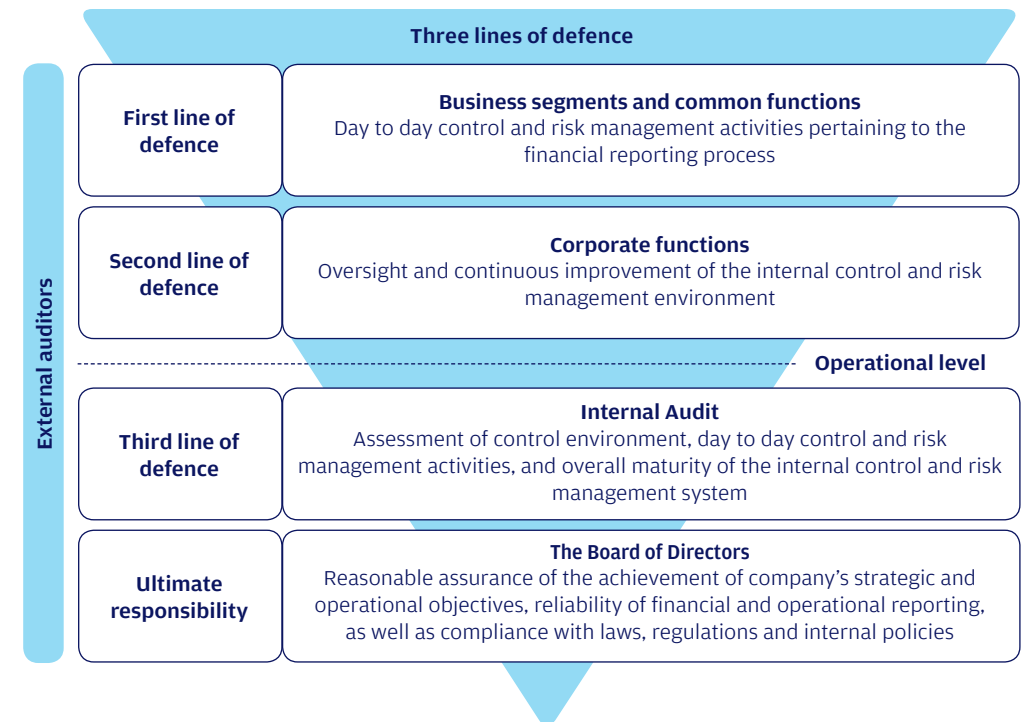
**Control environment**

Finnair's Code of Conduct and management system form the foundation for its control environment and background for awareness and implementation of control activities across the organisation. Guiding principles of internal control and risk management in Finnair are documented in the Group Risk Management Policy. Other key steering instruments supporting control over reporting include, but are not limited to, Annual Accounts drafting principles, Code of Conduct, Treasury Policy, Procurement Policy, Credit Policy and Disclosure Policy.

Finnair's Board of Directors holds the overall responsibility for the company's internal control and risk management. The Board has delegated the implementation of efficient control environment and

measures to ensure the reliability of financial reporting to the CEO. The Group CFO is responsible for governing financial reporting control environment and acting as the risk owner of reporting risks. The line organisations of business units and Group-wide functions have the main responsibility for executing day to day control activities pertaining to the financial reporting process.

**The role in the implementation of the internal control and risk management system**



Internal Audit assesses the control environment as well as the status and effectiveness of planned control and risk management activities. To ensure the independence of the Internal Audit activity, Internal Audit has a direct functional reporting line to the Audit Committee of Finnair Board and it is positioned to operate administratively under the CEO. The Audit Committee appointed by the Board of Directors oversees the financial reporting process and overall maturity of the internal control and risk management system. The described roles and responsibilities are in accordance with the Finnish Companies Act, and the Finnish Corporate Governance Code. The picture below summarises the roles of the listed stakeholders in the implementation of the internal control and risk management system.

**Risk Assessment**

The objective of Finnair's financial reporting risk assessment is to identify, evaluate and prioritise the most significant threats to the reliability of internal and external reporting at the Group, reporting area, unit, function and process levels. Processes related to financial reporting are subject to on-going risk assessment by the business unit controllers, financial controllers and other shared service centre staff as part of their daily and weekly activities.

As a part of internal controls development project, the processes with material impact on financial reporting have been defined and risks threatening the reliability and accuracy of financial reporting assessed in a coordinated manner. Possible changes in internal and external environment are always assessed and processes updated accordingly.

**Control activities**

Financial reporting instructions have been prepared to be followed across the organization. The instructions outlining the content and schedule for the reporting aim to increase the overall control-ability of the financial reporting process and ensure that financial statement fulfils the requirements set in the IFRS standards and other applicable principles.

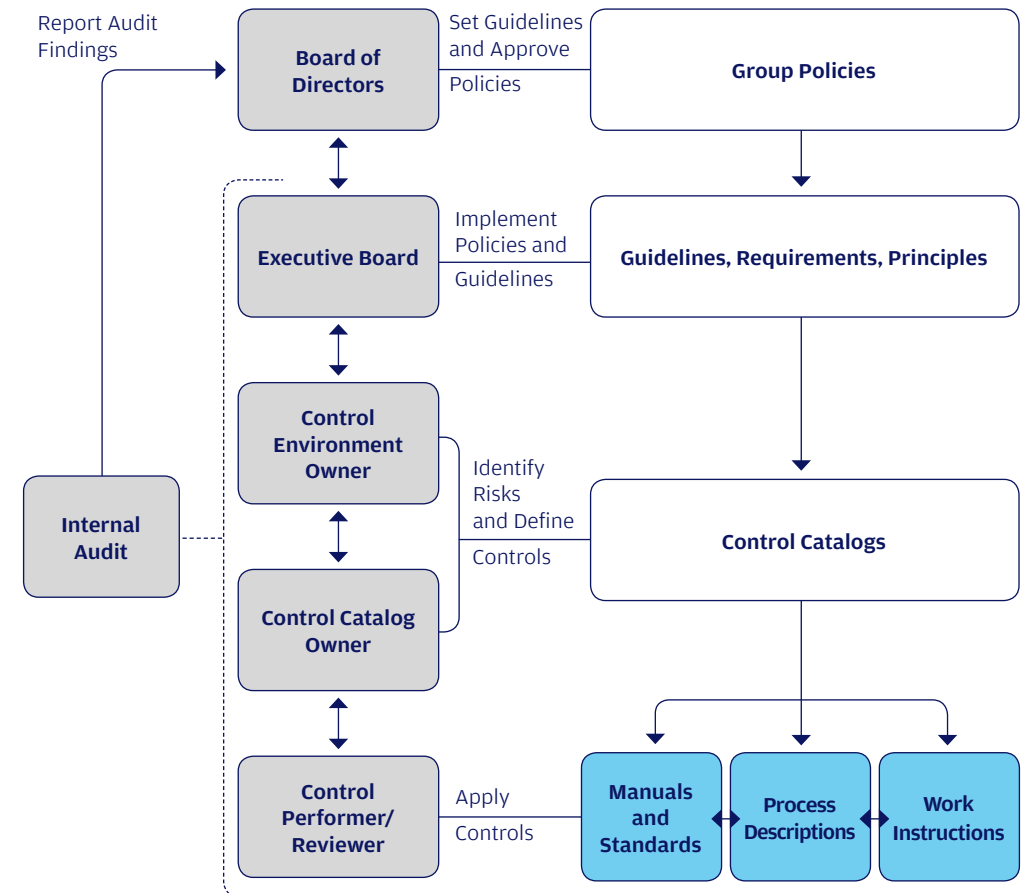
Risks related to financial reporting are managed through controls aiming to provide reasonable assurance that the information of interim reports and year-end reports are correct and that they have been prepared in accordance with legislation, applicable accounting standards and other requirements for listed companies. These control activities are:

- preventive, detective and corrective in nature;
- integrated into reporting processes in business units, group-wide functions and subsidiaries;
- operationalized through the implementation of Policies, Guidelines and Principles,
- captured in Control Catalogues;
- supported by Manuals and Standards, Process Descriptions and Work Instructions;
- monitored and continuously improved through a dedicated governance model.

Responsibilities over reporting controls are illustrated in the matrix below:

Role	Description
Control Environment Owner - Group CFO	Responsible for governing financial reporting control environment and acting as the risk owner of reporting risks
Control Catalogue Owner - Process Owners	Owner of the process controls defined in the control catalogue
Control Performer / Reviewer	Responsible for executing / monitoring key control(s) defined in the control catalogue
Internal Audit	Responsible for audit of reporting processes and related controls according to the annual audit plan

The main components and roles associated with control planning, implementation and monitoring are summarized below:



**Information and communication**

Information and communication system provides means for Finnair's personnel to capture and communicate information related to risk assessments and control activities across company's operations. The system aims at providing required personnel access to adequate and timely information on accounting and reporting as well as on related controls. Information regarding control requirements is communicated through common policies, dedicated guidelines and process level procedure descriptions.

The CFO, supported by Investor Relations function, is responsible for the disclosure of financial information and fulfilment of the communication obligations of a listed company. Investor Relations holds the responsibility over planning and implementation of investor communications and daily contact with investors and analysts.

### **Monitoring and improvement**

Finnair's internal control and risk management system is subject to both on-going and periodical monitoring activities to gain reasonable assurance over its appropriateness and effectiveness. On-going monitoring is built into the normal, recurring operating activities of operations and is the responsibility of corporate management, business units and group-wide functions.

#### **Focus areas of internal control over financial reporting in 2015 and 2016**

##### **2015 Key Activities**

Regular self-assessment of risks and controls was performed as set in the annual calendar of internal control activities. Additionally, the Internal Audit and public auditors performed audits on key controls as defined in the annual audit plan.

Furthermore, control catalogue documentation in additional key process areas identified after the first phase implementation was carried out to further extend the coverage of the consistently defined framework and control process. Special attention was focused on areas where changes in roles and responsibilities had taken place.

##### **2016 Planned Key Activities**

Further development of the controls will be conducted independently and also using any findings and suggestions received from Internal Audit and public auditors. By the end of 2016, audits will have been performed for each control catalogue.

### **Internal Audit**

The Internal Audit is established by the Board of Directors, and its responsibilities are defined by the Audit Committee of the Board of Directors as part of their oversight function.

The mission of Internal Audit in Finnair is to provide independent, objective assurance and consulting services designed to add value and improve the organisation's operations. Internal Audit helps the organisation to mitigate factors that might undermine its business objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, control, and governance processes.

#### **Internal Audit focus areas in 2015 and 2016**

##### **2015 Key Activities**

In 2015, Internal Audit set an objective to its audit activities to support management in their efforts to enhance revenues and profitability. This theme was an overarching objective throughout the Audit Plan 2015 in all audit engagements. Among main audits were joint businesses, ancillary revenue, flight ticket sales and Cargo revenue management and pricing process audits. Special attention during the year was also paid to areas such as strategic partnerships and programs, and data integrity.

##### **2016 Planned Key Activities**

Internal Audit focus areas and annual plan for 2016 have been approved by the Audit Committee of the Board of Directors in December 2015. Key focus areas of Internal Audit for the year 2016 are based on and aligned with corporate strategy, results of risk assessments and recent changes in internal processes. Sourcing, third party risk management and vendor management processes as well as airline operations will be the main audit areas for 2016.

### **Compliance**

Finnair is committed to complying with international and local laws and ethical policies in accordance with the Code of Conduct approved in 2012. The Company's General Counsel is responsible for Finnair's compliance function, which supports business operations and corporate administration developing practices related to identifying and complying with the law. The key tasks of Finnair's Compliance function are to ensure compliance with the regulation in all operations, maintenance of Finnair's compliance program and the continuous development of ethical business culture.