

Scanfil plc is a publicly listed company, managed in accordance with the company's Articles of Association, the Finnish Companies Act, and other legislation relating to the company. In addition, the company follows the Finnish Corporate Governance Code issued by the Securities Market Association on 15 June 2010, excluding recommendations: 14 (Number of independent directors), 26 (Independence of the members of the audit committee) and 29 (Members of the nomination committee and appointment of members).

This statement has been reviewed by Scanfil plc's Board of Directors. Scanfil plc's auditing firm has verified that the summary description of the internal control and risk management associated with the financial reporting process is consistent with the financial statements.

This Corporate Governance Statement is available on the company Website [www.scanfil.com](http://www.scanfil.com) under Investors, and it complies with recommendation 51 of the Finnish Corporate Governance Code. The Finnish Corporate Governance Code is available to the public at [www.cgfinland.fi](http://www.cgfinland.fi).

## BOARD OF DIRECTORS

Under the Companies Act, the Board of Directors is responsible for the management of the company and proper organisation of operations. The members of the Board of Directors are elected by the Annual General Meeting. According to the Articles of Association, Scanfil plc's Board of Directors shall include a minimum of three and a maximum of seven regular members. The Board of Directors elects a Chairman from among its members. The Board of Directors is responsible for deciding on the business strategy, significant matters related to investments, organisation and finance, as well as supervising the company's management and operations. The Board of Directors shall also ensure that supervision of the company's accounts and asset management is properly organised.

### Board composition

Scanfil plc was incorporated and founded in Sievi Capital plc's partial demerger on 1 January 2012. In accordance with the demerger plan ratified by Sievi Capital plc's extraordinary general meeting on 22 November 2011, Jorma J. Takanen (Chairman of the Board), Asa-Matti Lyytinen, Tuomo Lähdesmäki, Reijo Pöllä and Jarkko Takanen were elected members of Scanfil plc's Board of Directors. These persons served as members of Scanfil plc's Board of Directors during 1 January – 19 April 2012.

Scanfil plc's Extraordinary General Meeting held on 19 April 2012 elected the following Board members:

#### Jorma J. Takanen

Chairman of the Board of Directors Born 1946, B.Sc. (Chemistry). Member of the Board of Directors of Scanfil plc since 1 January 2012. CEO of Sievi Capital plc. Not independent of the company and significant shareholders.

#### Päivi Marttila

Member of the Board of Directors since 19 April 2012. Born 1961, M.Sc. (Econ.). CEO of Edina Oy. Independent of the company and significant shareholders.

#### Tuomo Lähdesmäki

Member of the Board of Directors since 1 January 2012. Born 1957, M.Sc. (Eng), MBA (INSEAD). Senior Partner of Boardman Oy. Independent of the company and major shareholders.

#### Jarkko Takanen

Member of the Board of Directors since 1 January 2012. Born 1967, B.Sc. (Production Economics), holds a Commercial College Diploma in Management Accountancy, Managing Director, Jussi Capital Oy. Independent of the company.

The term of office of the Board members expires at the close of the first Annual General Meeting following the one at which they were elected.

### Independence of Board members

According to an evaluation of independence carried out by the Board, two Board members (Päivi Marttila and Tuomo Lähdesmäki) are independent of the company and significant shareholders and one Board member (Jarkko Takanen) is independent of the company. The non-independent member of the Board (Jorma J. Takanen) is the biggest shareholder of the company. Due to the shareholding-related entrepreneurship and financial risk, it is justifiable that he supervise the interests of the shareholders also as member of the Board of Directors and the Audit Committee. In addition, Jorma J. Takanen has extensive experience in the operation of the contract manufacturing industry, which can be utilised by the entire company and shareholders through Board membership.

### Activity of the Board

The Board of Directors had a total of 14 meetings in 2012, some of which were telephone meetings. The average attendance rate at Board meetings was 98%.

The matters regularly dealt with by the Board of Directors are specified in the Board's written charter. The charter is reviewed, ratified and, if necessary, updated on a yearly basis. In accordance with the charter, matters to be dealt with by the Board meetings include the company's business strategy, investing the Group's cash assets and allocation in the Group, internal audit and control systems, evaluation of risks, reward schemes, the Group's insurance policies and the auditor's audit report. The Board annually performs a self-evaluation of its work.

### Board committees

The Board of Directors has established two committees: a Nomination Committee and an Audit Committee.

The task of the Nomination Committee is to prepare matters related to the appointment and remuneration of the members of the Board of Directors and, when necessary, find suitable new members for it. The Committee consists of two members: Jorma J. Takanen, who acts as the Chairman, and Tuomo Lähdesmäki. In the Nomination Committee, Jorma J. Takanen is the largest single shareholder in the company while Tuomo Lähdesmäki is independent of the company. The composition of the Committee is considered to secure the interests of the shareholders in committee work. The Committee convened a total of 1 times during 2012. The attendance rate of the Committee members was 100%.

The tasks of the Audit Committee are performed by the entire Board of Directors with Jorma J. Takanen as the chairman. The task of the Audit Committee is to supervise the financial reporting process and the reporting of the financial statements and interim reports as well as to monitor the functioning of the company's internal control and risk management. It also evaluates the appropriateness of auditing and prepares the proposal for the appointment of an auditor.

## CEO

The Board of Directors decides on the appointment and dismissal of the CEO and the terms and conditions of his employment. The CEO is covered by the performance and profit bonus systems decided on separately by the Board of Directors at any given time. Harri Takanen, M.Sc. (Eng), born 1968, was the company's CEO 1 January–31 December 2012.

The CEO's duties are determined in accordance with the Companies Act. The CEO is in charge of the company's operative management in accordance with guidelines and orders given by the Board of Directors. The CEO shall ensure that

the company's accounting practices comply with legislation and that asset management is organised in a reliable manner. The CEO is the Chairman of the company's Management Team.

The CEO has a separate service contract that is valid until further notice with a mutual notice period of six months. Should the company terminate the service contract made with the CEO, an amount equivalent to the monetary salary of 12 months will be paid to the CEO as a severance package in accordance with the terms and conditions of his service contract. The CEO's retirement age is the statutory retirement age. The CEO has a voluntary pension insurance policy with a projected pension of some EUR 1,000 per month.

## OUTLINES OF THE INTERNAL CONTROL AND AUDIT RELATED TO THE FINANCIAL REPORTING PROCESS AND RISK MANAGEMENT

### Risk management

The Board of Directors of Scanfil plc is responsible for ensuring the appropriate organisation of the Group's risk management and internal control and audit.

Risk management is based on a risk management policy approved by the Board, aiming to manage risks in a comprehensive and proactive manner. The assessment of risks is part of the annual strategy and business planning process. There is no separate risk management organisation; risk management is incorporated into the business processes and the management system. Risk management aims to observe and analyse factors that might have a negative impact on the achievement

## Description of internal control at Scanfil plc



of the company's goals and to take measures to mitigate or completely eliminate the risks. The operative units report on business risks in accordance with the management and reporting system.

### Internal control

Scanfil's internal control is a continuous process to ensure profitable and uninterrupted operation. Control aims to minimise risks by ensuring the reliability of reporting and compliance with laws and regulations.

Internal control is based on the Group's shared values, ethical guidelines and industry legislation from which the operating principles and guidelines followed are derived. The guidelines cover procedures for core operations. Group and unit management hold the responsibility for the company's internal control system. Internal control forms an active part of the company's management and administration. The Group's operational management holds the responsibility for developing the harmonised business processes included in the control system. The Group's financial administration supports and coordinates the financial management of the Group.

The controls contained in Scanfil's operating processes form the basis of the company's financial control. They enable the company to swiftly identify and react to any deviations from the norm. The management's monthly reporting is a fundamental part of financial control. It includes rolling forecasting, the result of business operations carried out, and an analysis of the differences between the forecast and actual result. The indicators monitored in monthly reporting have been set so as to support the achievement of shared Group-level and unit-specific targets and to identify issues that require control meas-

ures. An auditing firm supports the performance of financial control.

The interpretation and application of accounting standards is carried out centrally by the Group's financial administration. These standards form the basis for the Group's shared recognition principles and reporting and accounting standards. In order to ensure reliable financial reporting, core functions are conducted using a globally harmonised ERP system and shared reporting tools. The use of standardised tools enables continuous control and successful change management.

### Internal audit

Considering the Group's structure and extent, the company does not have a separate internal audit organisation. The company's controller function is responsible for the duties of internal audit, reporting regularly to the CEO and the Board of Directors.

### Development activities

The year saw the launch of a development project, through which the company will replace its existing enterprise resource planning system with a new system. The aim is to develop a global, integrated system that covers all of the Group's business processes and strengthens Scanfil's competitiveness on the global contract manufacturing market. Process management will become more efficient when the necessary information is more precisely and quickly available for decision-making. The system will be in use throughout the Group in spring 2014.

## The group structure of Scanfil plc 2012

