

Corporate Governance

Pareto Securities Oy, Finland

January 2016

Corporate Governance

- ▶ Pareto Securities Oy (Pareto Finland) is part of Pareto Securities group (Pareto Securities Group), which is formed by Pareto Securities AS and its subsidiary companies.
- ▶ Pareto Finland is under the supervision of the Financial Supervisory Authority of Finland (FSA). Pareto Finland's parent company Pareto Securities AS is an investment firm under the supervision of the Financial Supervisory Authority of Norway.
- ▶ Pareto Finland is a Finnish limited company, which observes the laws concerning investment services institutions, the Companies Act, the regulations set by the Finnish Financial Supervision Authority and other rules regarding the lines of business. In addition, the company complies in its operations with Pareto Securities Group's internal policies. Furthermore the company has its own guidelines concerning specifically the Finnish environment.

Board of Directors - Pareto Securities Oy

- ▶ The general meeting shall appoint the members of the directors of the board for a term of one year. The FSA shall confirm that the management is fit and proper regarding the account given by the company.
- ▶ The board of directors is responsible for the company's strategy, guidance and control of its operations as well as for making decisions regarding key principles of operations and general values. The board of directors shall manage the company in a professional, healthy and prudent manner and it shall ensure that it always has adequate information regarding the company's financial standing and the development of its operations.
- ▶ The board of directors assembles according to a previously agreed schedule at least 4 times a year and summons additional meetings when necessary.

Ole Henrik Bjørge, born 1970



M.Sc. (Econ.), Bergen
Chairman of the Board of Directors
Chief Executive Officer,
Pareto Securities AS

Ole Wetlesen Borge, born 1971



Master of Laws (LL.M.), Oslo/ Harvard
Member of the Board of Directors
Head of Legal & Compliance,
Pareto Securities AS

Markus Wirenhammar, born 1988



M.Sc. (Econ.), Linköping
Member of the Board of Directors
Corporate Finance,
Pareto Securities Oy

Chief Executive Officer

- ▶ Pareto Finland's operational activities are lead by the Chief Executive Officer (CEO). If the CEO is unable to perform his duties, his duties are taken care of by the chief administrative officer (CAO). The board of directors shall appoint the CEO. The CEO's compensation is determined by the board of directors.
- ▶ From 15 August 2014 Ville Takala (born 1970, M.Sc.(Econ.)) has function as the CEO.
- ▶ The CEO's function is to take care of the company's administration according to the instructions and regulations set by the board of directors, the applicable laws and regulations, the articles of association as well as the working order. The CEO shall take care of the administration in a professional and prudent manner.

Internal Control and Risk Management

- ▶ Internal control consists of financial and other control. Internal control aims to ensure e.g. the financial or management reporting reliability and correctness, an adequate management of risks related to operations, observing external regulations and internal procedures as well as following appropriate manners in customer relationships and adequate and appropriately arranged manual and IT systems which support the operations. Internal control is carried out by the entire personnel. Pareto Finland's internal control system includes management reporting, business activities' authorizations and limits, distribution of tasks inside business activities as well as principles regarding the control systems.
- ▶ **Risk Management**
 - The risk control function is independent of all business activities; Pareto Finland has outsourced the risk management to Pareto Securities AS's risk management. It is organized directly under the CEO's subordination and reports to the CEO and to the board of directors.
 - Risk management is a permanent component of the management process of Pareto Finland's business activities. The function of risk management is to ensure, that the risks under the company's control do not threaten its ability to reach strategic or financial targets nor threaten the continuity of its business operations.
- ▶ **Compliance**
 - The function of an independent compliance is to control the observation of the operations' conformity to law and to internal and external regulations. Pareto Finland has Compliance Officer, who is supported by Pareto Securities Group Compliance.

Internal Audit

- ▶ Internal audit supports the board of directors in controlling Pareto Finland's operations by auditing the business and support activities. The internal audit assesses the performance, efficiency, adequacy of internal control, internal capital adequacy assessment process, standard of risk management and the observance of laws, authorities' regulations and internal instructions in operations.
- ▶ The internal audit shall annually draft an audit plan, which Pareto Finland's board of directors approves. The internal audit operates directly as a subordinate of Pareto Finland's board of directors and reports the findings of its audits to the board of directors, external auditors and, if necessary, to the managing director.
- ▶ Pareto Finland has outsourced internal audit to PwC.

Auditors

- ▶ Pareto Finland's auditor is Deloitte & Touche Oy, the principally responsible auditor being Aleksi Martamo, Authorized Public Accountant.
- ▶ The auditor provides a statutory audit report for the company's shareholders as part of the company's annual financial statements. The purpose of an audit is to ensure that the company's financial statements provide a true and fair view of the company's financial position and performance for each reporting period.

Remuneration

- ▶ In its remuneration, Pareto Finland complies with provisions based on EU and national laws and guidelines issued by the Finnish Financial Supervisory Authority and other regulators. Remuneration policies governing Pareto Securities Group's employees and management are based on laws, provisions and recommendations applicable to the financial sector and on good corporate governance.
- ▶ Pareto Finland is committed to ensuring that its remuneration practices enable the company to:
 - Appropriately compensate employees for the services they provide to the company and Pareto Securities Group;
 - Attract and retain employees with skills required to effectively manage the operations and growth of the business;
 - Motivate employees to perform in the best interests of the company and its shareholders and
 - Provide an appropriate level of transparency and low risk tolerance.