

CORPORATE GOVERNANCE STATEMENT

Finnlines Plc applies the guidelines and provisions of the Finnish Limited Liability Companies Act, the NASDAQ OMX Helsinki Ltd, and its own Articles of Association. Finnlines also applies the Finnish Corporate Governance Code entered into force on 1 October 2010 for listed companies. The Code is publicly available on www.cgfinland.fi. This Corporate Governance Statement has been approved by Finnlines' Board and shall be read together with the report of Finnlines' Board of Directors. The Board of Directors' report can be found on page 22.

TASKS AND RESPONSIBILITIES OF GOVERNING BODIES

Management of the Finnlines Group is the responsibility of the Board of Directors elected by the General Meeting as well as of the President and CEO. Their duties are for the most part defined by the Finnish Limited Liability Companies Act. Day-to-day operational responsibility lies with the members of the Extended Management Board supported by the relevant staff and service functions.

GENERAL MEETING OF SHAREHOLDERS

The ultimate decision-making body in the Company is the General Meeting of Shareholders. It resolves issues as defined for the General Meeting in the Finnish Limited Liability Companies Act and the Company's Articles of Association. These include approving the financial statements, deciding on the distribution of dividends, discharging the Company's Board of Directors and CEO from the liability for the financial year, appointing the Company's Board of Directors and auditors and deciding on their remuneration.

A General Meeting of Finnlines Plc is held at least once a year. The Annual General Meeting (AGM) must be held no later than at the end of June. An invitation to attend the AGM and the agenda are published in a national newspaper chosen by the Board, as well as on the Company's website, no earlier than three months before the Shareholders' Meeting and no later than 21 days before the Shareholders' Meeting. Shareholders have, according to the law, the right to put items falling within the competence of the General Meeting on the agenda of the General Meeting, if the shareholder so notifies the Board of Directors in writing well in advance of the General Meeting so that the item can be added to the notice of the General Meeting. The request is deemed to have arrived in sufficient time, if the Board has been notified of the request four weeks before the delivery of the notice of the General Meeting at the latest.

ANNUAL GENERAL MEETING 2012

The Annual General Meeting of Finnlines Plc approved the Financial Statements and discharged the members of the Board of Directors and the Company's President & CEO and the Company's officers from liability for the financial year 2011.

The Meeting approved the Board of Directors' proposal not to pay any dividend.

The Annual General Meeting decided that the Board of Directors shall have seven members. The following were re-elected to the Board: Mr Emanuele Grimaldi, Mr Diego Pacella, Mr Gianluca Grimaldi, Mr Olav K. Rakkenes and Mr Jon-Aksel Torgersen. As new Board Members were elected Mr Christer Backman and Ms Tiina Bäckman. The Board elected Mr Emanuele Grimaldi Executive Chairman and Mr Diego Pacella Vice-Chairman.

The firm of authorised public accountants Deloitte & Touche was appointed as the Company's auditors for 2012.

The Annual General Meeting authorised the Board of Directors to decide on the issuance of new shares in one or several tranches so that the total number of shares issued based on the authorisation is 20,000,000 at maximum. The authorisation is valid until the next Annual General Meeting. The authorisation replaces the Annual General Meeting's authorisation to decide on a share issue of 19 April 2011.

All related documents can be found on Finnlines' website: www.finnlines.com/company
> Corporate Governance
> General Meeting of Shareholders.

BOARD OF DIRECTORS

Responsibility for the management of the Company and proper organisation of its operations lies with the Company's Board of Directors, which has at least five (5) and at most eleven (11) members. The members of the Board are appointed by the Annual General Meeting for one year at a time.

The majority of the directors shall be independent of the Company and at least two of the directors representing this majority shall be independent from significant shareholders of the Company. Information on the Board composition, Board members and their independence can be found on Finnlines' website. The President and CEO is not a member of the Board.

The proposal for the Board composition shall be included in the notice of the General Meeting.

The names of candidates for membership of the Board of Directors, put forward by the Board of Directors or by shareholders with a minimum holding of 10 per cent of the Company's voting rights, are published in the notice of the AGM, provided that the candidates have given their consent to the election. The candidates proposed thereafter shall be disclosed separately.

The Board elects a chairman and a deputy chairman from among its members. The Board steers and supervises the Company's operations, and decides on policies, goals and strategies of major importance. The principles applied by the Board in its regular work are set out in the Rules of Procedure approved by the Board. The Board handles all issues in the presence of the entire Board. The Board does not have any separate committees. The Board considers all the matters stipulated to be the responsibility of a board of directors by legislation, other provisions and the Company's Articles of Association. Due to the limited extent of the Company's business, it is considered effective that the entire Board also handles the duties of the audit committee, the nomination committee as well as those of the remuneration committee.

MAIN DUTIES AND WORKING PRINCIPLES DRAWN UP BY THE BOARD ARE:

- The annual and interim financial statements
- The matters to be put before General Meetings of Shareholders
- The appointment and dismissal of the President and CEO, the Deputy CEO, if any, and the members of the Executive Committee
- Approval of internal supervision and organisation of the Company's financial supervision
- Other matters related to the duties of the audit committee mentioned in the Finnish Corporate Governance Code
- Approval of the Group's strategic plan and long-term goals
- Approval of the Group's annual business plan and budget
- Decisions concerning investments, acquisitions or divestments that are significant or that deviate from the Group's strategy
- Decisions on raising long-term loans and the granting of security or similar collateral commitments
- Risk management principles
- The Group's organisational structure
- Approval of the remuneration and pension benefits of the President and CEO, the Deputy CEO and the members of the Executive Committee and
- Monitoring and assessment of the performance of the President and CEO.

In addition to matters requiring decisions, Board meetings are given updates on the Group's operations, financial position and risks.

The Board of Directors reviews its operations and working methods annually. The Board convenes 6–8 times a year following a predetermined schedule. In addition to these meetings, the Board convenes when necessary.

BOARD OF DIRECTORS IN 2012

In 2012, the Board consisted of seven members :

- Mr Emanuele Grimaldi, Executive Chairman of the Board, born 1956, Degree in Ec. and Comm., Managing Director of Grimaldi Compagnia di Navigazione S.p.a.
- Mr Diego Pacella, Vice Chairman of the Board, born 1960, Degree with honours in Mech. Eng., Managing Director of Industria Armamento Meridionale S.p.a.(INARME)
- Mr Christer Backman, born 1945, M Pol Sc, Finnlines Plc, Executive Advisor
- Ms Tiina Bäckman, born 1959, Master of Laws, Vice President, Corporate Internal Audit of Rautaruukki Plc
- Mr Gianluca Grimaldi, born 1955, Degree in Ec. and Comm., Managing Director of Atlantica di Navigazione S.p.a.
- Mr Olav K. Rakkenes, born 1945, Master's License, Board Member of Atlantic Container Line AB
- Mr Jon-Aksel Torgersen, born 1952, MBA, CEO of Astrup Fearnley AS

During 2012, Finnlines Plc's Board of Directors held 16 meetings. The average attendance of all directors was 99.1 per cent.

INDEPENDENCE OF THE BOARD OF DIRECTORS

The Board Member Mr Christer Backman holds a position as Executive Advisor in Finnlines Plc. The other members of the Board of Directors are independent of the Company. Three members, Ms Tiina Bäckman, Mr Olav K. Rakkenes and Mr Jon-Aksel Torgersen, are independent of the Company and of the major shareholders.

[For detailed information about the members of the Board of Directors see page 46.](#)



PRESIDENT AND CEO AND DEPUTY CEO

The Board of Directors appoints a President for the Group who is also its Chief Executive Officer. The President and CEO is in charge of the day-to-day management of the Company and its administration in accordance with the Company's Articles of Association, the Finnish Limited Liability Companies Act and the instructions of the Board of Directors. He is assisted in this work by the Executive Committee. The current President and CEO is Mr Uwe Bakosch (Maritime Law Diploma, born 1958). His contractual annual salary is EUR 400,000. In addition to the basic salary, he is entitled to have a maximum bonus of 60 per cent of his yearly salary. The bonus is tied to the consolidated budgeted EBT. The retirement age of the CEO is based on local laws and there are no special pension schemes in place. Details of the President and CEO are presented on page 47.

The Board of Directors appoints, if necessary, a Deputy CEO. The Company's Deputy CEO is its Chief Financial Officer, Ms Seija Turunen, MSc (Econ.), until 31 July, 2013.

EXECUTIVE COMMITTEE AND EXTENDED BOARD OF MANAGEMENT

The Company's Executive Committee comprises the Chairman of the Board of Directors, the President and CEO, the CFO and COO. The members are appointed by the Board of Directors. The Executive Committee, established as from 1 January 2012, convenes every month. The Executive Committee supports the President and CEO in his duties in coordinating the Group's management, implementing Group-level strategies and guidelines and in finding practical solutions for reaching the targets determined by the Board.

In addition, the Company has an Extended Board of Management, which comprises the President and CEO, CFO and COO and representatives of the most important units. The Extended Board of Management convenes normally once a month.

The Extended Board of Management is chaired by the President and CEO. It considers strategic issues related to the Group business, service products, the Group's structure and the corporate steering system, and supervises the Company's operations. The heads of the business units are responsible for the sales volumes and profitability of their respective units.

The retirement age of the members of the Executive Committee and the members of the Extended Board of Management is based on local laws and there are no special pension schemes in place.

Information on the members of the Executive Committee and of the Extended Board of Management, including their areas of responsibility, is given on the Company's website: www.finnlines.com/company
> About Finnlines
> The Executive Committee and the Extended Board of Management.

EXTENDED BOARD OF MANAGEMENT IN 2012

The Extended Board of Management had a meeting once a month on average. The principal issues addressed by the Extended Board of Management were related to market development, company profitability, expenses, business strategy as well as issues relating to development of competitiveness. The further development of markets, volumes and capacity as well as customer relationships in a highly volatile economic environment were also issues of vital concern addressed by the Extended Board of Management. Other important matters considered included the optimisation and productivity as well as developing internal processes and working practices.

COMPENSATION

The Board or its Chairman appoints and decides on the remuneration of all managers who report directly to the President and CEO. The Board also decides on any separate performance-based compensation schemes for the management.

The members of the Extended Board of Management are included in a bonus scheme which is tied to the yearly result (EBT) of the Company and is decided by the Board of Directors on a yearly basis. The maximum bonus may be 40 per cent of the yearly salary of the member of the Extended Board of Management. The maximum bonus of the CEO and the Deputy CEO may be 60 per cent of the yearly salary. Bonuses are paid in cash. There is no separate bonus scheme for the members of the Executive Committee.

There are no bonus schemes which would be based on the value of the Company's share.

In the event the Company decides to give notice of termination to the President and CEO, he is, in addition to six months' salary for the term of notice, entitled to a compensation equalling 24 months' salary. The corresponding compensation levels for the Deputy CEO are six months and 18 months.

REMUNERATION IN 2012

The annual remuneration for the Board of Directors in 2012 was EUR 50,000 for the Executive Chairman, EUR 40,000 for the Vice Chairman and EUR 30,000 for the other Board members. The remuneration for the Board of Directors has remained the same as from 2008.

A detailed specification of the management contracts, salaries, remuneration and benefits paid in 2011 and 2012 is given in the *Financial Statements 2012*, see Note 34. Transactions with Related Parties, and in Finnlines' Remuneration Statement 2012 on Finnlines' website: www.finnlines.com/company
> Corporate Governance
> Remuneration Statement.

INTERNAL AUDIT

The Group's internal audit is handled by the Company's Internal Audit unit, which reports to the Chairman and the CEO.

The purpose of the Internal Audit is to analyse the Company's operations and processes and the effectiveness and quality of its supervision mechanisms. The unit assists Finnlines to accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of the internal control and governance processes. The Internal Audit unit carries out its task by determining whether the Company's risk management, internal control and governance processes, as designed and represented by the management, are adequate and functioning in a manner to ensure that:

- Risks are appropriately identified and managed
- Interaction with the various governance groups occurs as needed
- Significant financial, managerial and operational information is accurate, reliable and timely
- Employees' actions are in compliance with policies, standards, procedures and applicable laws and regulations
- Resources are acquired economically, used efficiently and adequately protected
- Programs and plans are properly implemented and objectives are achieved
- Quality and continuous improvement are fostered in the Company's internal control processes
- Significant legislative or regulatory issues impacting the Company's internal controls are recognised and addressed appropriately.

The head of the Internal Audit unit prepares an annual plan using an appropriate risk-based methodology and taking into consideration potential risks or control concerns identified by the management. The scope of the audits within a fiscal year is planned so that it is representative and the focus is set on the business areas with the biggest risk potentials. The plan is approved by the CEO. The internal auditor also carries out special tasks assigned by the Chairman, the CEO or the Board of Directors.

The internal auditor carries out the internal audits independently from operational units. In his auditing work the auditor complies with the corporate governance, ethical principles, policies and other guidelines of the Company as well as generally accepted standards for the professional practice of Internal Auditing.

The audit reports are sent to the CEO, the CFO and also to the Chairman. The CEO and the CFO have at least once a year a closed session with the head of Internal Audit unit about the results of the conducted audits and the plans for the next period. Relevant issues are also brought to the attention of the Board of Directors.

RISK MANAGEMENT

Internal control in Finnlines is designed to support the Company in achieving its targets. The risks related to the achievement of the targets need to be identified and evaluated in order to be able to manage them. Thus, identification and assessment of risks is a prerequisite for internal control in Finnlines.

Internal control mechanisms and procedures provide management assurance that the risk management actions are carried out as planned. Conscious and carefully evaluated risks are taken in selecting strategies, e.g. in expanding business operations, in enhancing the market position and in creating new business.

Financial, operational and damage/loss risks are avoided or reduced. The continuity of operations is ensured by safeguarding critical functions and essential resources. Crisis management, continuity and disaster recovery plans are prepared. The costs and resources involved in risk management are in proportion to the obtainable benefits.

The Board of Directors of Finnlines is responsible for defining the Group's overall level of risk tolerance and for ensuring that Finnlines has adequate tools and resources for managing risks. The President and CEO, with the assistance of the Extended Board of Management, is responsible for organising and ensuring risk management in all Finnlines' operations.



Responsibilities for the Group's working capital, investments, financing, finances, human resources, communications, information management and procurement are centralised to the head office of the Company. The Group's payment transactions, external and internal accounting are managed centrally by the Financial Department, which reports to the CFO. The Group's foreign exchange and interest exposure is reviewed by the Board of Directors in each budgeting period. External long-term loan arrangements are submitted to the Board of Directors for approval.

The Corporate Legal Affairs and Insurance unit is responsible for risks associated with the Company's non-current assets and any interruptions in operations, as well as for the management and coordination of the Group's insurance policies. The majority of the Group's non-current assets consist of its fleet. The fleet is always insured to its full value. The financial position and creditworthiness of the Group's customers are monitored continuously in order to minimise the risk of customer credit losses.

Each business unit has a responsible controller who reports to the head of the relevant business unit and to the CFO. The Heads of Finnlines' business units are responsible for the profit and working capital of their units. They set the operational targets for their units and ensure that resources are used efficiently and that operations are evaluated and improved.

Finnlines' most important strategic, operative and financial risks are described in the Financial Statements 2012, see Note 33.

INTERNAL CONTROL OVER THE FINANCIAL REPORTING PROCESS

Monitoring is a process that assesses the quality of Finnlines' system of internal control and its performance over time.

Monitoring is performed both on an ongoing basis, and through separate evaluations including internal, external and quality audits. The business units are responsible for ensuring that relevant laws and regulations are complied with in their respective responsibility areas.

The Internal Audit function assists the CEO and the Board of Directors in assessing and assuring the adequacy and effectiveness of internal controls and risk management by performing regular audits in the Group's legal entities and support functions according to its annual plan. Finnlines' external auditor and other assurance providers such as quality auditors conduct evaluations of the Company's internal controls.

The Company's financial performance is reviewed at each Board meeting. The Board reviews all interim and annual financial reports before they are released. The effectiveness of the process for assessing risks and the execution of control activities are monitored continuously at various levels. This involves reviews of results in comparison with budgets and plans. Responsibility for maintaining an effective control environment and operating the system for risk management and internal control of financial reporting is delegated to the CEO. The internal control in the Company is based on the Group's structure, whereby the Group's operations are organised into two segments and various business areas and support functions. Group functions issue corporate guidelines that stipulate responsibilities and authority, and constitute the control environment for specific areas, such as finance, accounting, and investments, purchasing and sales.

The Company has a compliance program. Standard requirements have been defined for internal control over financial reporting. The management expects all employees to maintain high moral and ethical standards and those expectations are communicated to the employees through internal channels.

The Group Finance & Control unit monitors that the financial reporting processes and controls are being followed. It also monitors the correctness of external and internal financial reporting. The external auditor verifies the correctness of external annual financial reports.

The Board monitors the statutory audit of the financial statements and consolidated financial statements, evaluates the independence of the statutory auditor or audit firm, particularly the provision of related services to the Company and prepares the proposal for resolution on the election of the auditor.

The Board reviews annually the description of the main features of the internal control and risk management systems in relation to the financial reporting process, which is included in this Corporate Governance Statement.

INFORMATION MANAGEMENT

An effective internal control system needs sufficient, timely and reliable information to enable management to monitor up the achievement of the Company's objectives. Both financial and non-financial information is needed, relating to both internal and external events and activities.

Information management plays a key role in Finnlines' internal control system. Information systems are critical for effective internal control as many of the control activities are programmed controls.

The controls embedded in Finnlines' business processes have a key role in ensuring effective internal control in Finnlines. Controls in the business processes help ensure the achievement of all the objectives of internal control in Finnlines, especially those related to the efficiency of operations and safeguarding Finnlines' profitability and reputation. Business units and IT management are responsible for ensuring that in their area of responsibility the defined Group level processes and controls are implemented and complied with. Where no Group level processes and controls exist, business units and IT management are responsible for ensuring that efficient business level processes with adequate controls have been described and implemented.

The proper functioning of Finnlines' information systems is guaranteed through extensive and thorough security programs and emergency systems.

INSIDER MANAGEMENT

Finnlines applies the legal provisions applicable to the management of insiders, as well as the guidelines for insiders approved by NASDAQ OMX Helsinki Exchange for public listed companies, and the stipulations and guidelines of the Finnish Financial Supervision Authority. Finnlines' permanent insiders comprise the statutory insiders, i.e. the Board of Directors, the Company's President and CEO, the Deputy CEO, the COO, the secretary of the Board of Directors and the Principal auditor. The members of the Extended Board of Management and other employees, as required by their duties belong to the Company's own non-public insider register.

Project-specific insider lists are drawn up for major projects such as mergers and acquisitions, and include all those who participate in planning and organising the projects. The decision to draw up a project-specific insider list rests with the President and CEO.

The Company's insiders are not permitted to trade in the Company's share for 14 (however Finnlines recommends 30 days) days prior to the publication of the interim reports or the annual financial statements. The Company's insider register is maintained by the Corporate Legal unit.

Information on the interests and holdings of the Company's permanent insiders and related parties is available from the SIRE system of Euroclear Finland Oy. The information can also be obtained directly from the Company's website.

Ownership and trading information
of Finnlines' insiders on Finnlines' website:
www.finnlines.com/company

> [Corporate Governance](#)
> [Insider register](#)

EXTERNAL AUDIT

The Company has one auditor which shall be an auditing firm authorised by the Central Chamber of Commerce. The auditor is elected by the Annual General Meeting to audit the accounts for the ongoing financial year and its duties cease at the close of the subsequent Annual General Meeting. The auditor is responsible for auditing the consolidated and parent company's financial statements and accounting records, and the administration of the parent company. On closing of the annual accounts, the external auditor submits the statutory auditor's report to the Company's shareholders, and also regularly reports the findings to the Board of Directors. An auditor, in addition to fulfilling general competency requirements, must also comply with certain legal independence requirements guaranteeing the execution of an independent and reliable audit.

AUDITOR IN 2012

In 2012, the Annual General Meeting re-elected Deloitte & Touche Oy as the Company's auditor for the fiscal year 2012. Mr Ari Hakkola, APA, was appointed the head auditor by Deloitte and Touche Oy. It was decided that the external auditors be reimbursed according to invoice. During 2012, EUR 209 thousand was paid for the audit of the consolidated, parent company and subsidiary financial statements. During the same year, EUR 102 thousand was paid for the consulting services not related to the auditing.

COMMUNICATIONS

The principal information on Finnlines' administration and management is published on the Company's website. All stock exchange releases and press releases are published on the Company's website as soon as they are made public.