



**CORPORATE GOVERNANCE  
STATEMENT  
2020**



**CORPORATE GOVERNANCE STATEMENT****CONTENTS**

1	Corporate governance statement.....	2
2	Description of the composition and operations of the Board and Board committees .....	2
2.1	The Board.....	2
2.2	Composition of the Board.....	2
2.3	Description of the Board's operations .....	3
2.4	Board committees .....	4
3	Information regarding the Managing Director and his duties.....	4
4	Internal control and risk management in Reka Industrial Plc .....	4
4.1	Internal control and risk management framework .....	4
4.2	Internal control and risk management pertaining to the financial reporting process .....	5
4.2.1	Internal control environment .....	5
4.2.2	Risk management .....	6
4.2.3	Control measures.....	6
4.2.4	Information and communication.....	6
4.2.5	Monitoring.....	6
4.3	Development of internal control and risk management in financial reporting .....	7
5	Salary and incentive report for the financial year 2020 .....	7

## 1 Corporate governance statement

Corporate Governance Statement of Reka Industrial Plc has been drawn up in accordance with the recommendation 51 of the Finnish Corporate Governance Code. The statement has been issued as a separate report and the Group's Audit Committee has reviewed the statement. Furthermore, the statement is available on Reka Industrial's website at [www.rekaindustrial.fi](http://www.rekaindustrial.fi). Finnish Corporate Governance Code itself is publicly available on the website of the Securities Market Association, address [www.cgfinland.fi](http://www.cgfinland.fi).

KPMG Ltd, as the company's auditor has checked that the statement has been issued and that the description of the main features of the internal control and risk management systems in relation to the financial reporting process is consistent with the financial statements.

Reka Industrial complies with the Finnish Corporate Governance Code.

## 2 Description of the composition and operations of the Board and Board committees

### 2.1 The Board

The Annual General Meeting appoints according to articles of association 3 – 7 members until the end of the next Annual General Meeting. The Annual General Meeting appoints the Chairman and the Vice Chairman. The Board has defined principles regarding the diversity of the Board, according to which the Board should, if possible, include knowledge supporting the company's development and both sexes.

The 2020 Annual General Meeting of Reka Industrial appointed following people to the Board: Markku E. Rentto (Chairman), Jukka Koskinen (Vice Chairman), Marjo Matikainen-Kallström and Ari Järvelä.

The 2020 Extraordinary Shareholders' Meeting approved the number of members of the Board shall be five (5) and re-elected the following persons to the Board: Markku E. Rentto (Chairman), Ari Järvelä (Vice Chairman) and Marjo Matikainen-Kallström (member). The Extraordinary Shareholders' Meeting approved Matti Hyytiäinen and Olli-Heikki Kyllönen as new members of the Board. No deputy members were elected.

### 2.2 Composition of the Board

The following people have served as Reka Industrial (previously Neo Industrial) Board members in 2020:

Markku E. Rentto

- Chairman
- Born 1963
- Education: M.Sc. (Economics)
- Main occupation: Businessman

Jukka Koskinen

- Vice Chairman until 24.11.2020
- Born 1954
- Education: M.Sc. (Eng.)
- Experienced professional in industry and technology

Ari Järvelä

- Member, Vice Chairman since 24.11.2020
- Born 1969
- Education: M.Sc. (Eng.)
- Main occupation: Head of Operations, TietoEvry

Marjo Matikainen-Kallström

- Member
- Born 1965
- Education: M.Sc. (Metallurgy), eMBA (Finance)
- Experienced professional in financing and networking, Board professional

Matti Hyytiäinen

- Member since 24.11.2020
- Born 1960
- Education: M.Sc. (Economics)
- Experienced professional in industry and technology, Board professional

Olli-Heikki Kyllönen

- Member since 24.11.2020
- Born 1956
- Education: M.Sc. (Eng.), Electrical Engineering
- Experienced professional in electricity and cable segment, Board professional

The Board will evaluate its members' independence of the company according to the Corporate Governance recommendation.

Board's evaluation from 24 June 2020 as follows: According to the Board's evaluation, the majority of the Board members Jukka Koskinen, Marjo Matikainen-Kallström and Ari Järvelä were independent of the company and the company's significant shareholders.

Board's evaluation from 24 November 2020 as follows: According to the Board's evaluation, the majority of the Board members Ari Järvelä, Marjo Matikainen-Kallström, Matti Hyytiäinen and Olli-Heikki Kyllönen were independent of the company and the company's significant shareholders.

### 2.3 Description of the Board's operations

The Board is responsible for proper organization of the administration and operations of the company and considers and decides on all major matters concerning the company's operations. The Board appoints the company's Managing Director, who is not a member of the Board. Moreover, the Board of Directors is responsible for the following duties:

- The Board complies with the Recommendation for Finnish Corporate Governance Codes of listed companies and regulations and recommendations for listed companies issued by the NASDAQ Helsinki and the Financial Supervisory Authority (FIN-FSA).
- The Board is responsible for submitting half year report and the annual report. The auditors are given an opportunity to comment on the reports before the Board takes its decision and the reports are published.
- The Board decides on questions that concern the level of risk-taking in the company.
- The Board appoints the audit committee and decides on its charter. The committee has no autonomous authority. Responsibility for the functions allotted to the committee remains with the Board.
- The Board can establish other committees made up of Board members or give members of the Board special commissions. Such decisions must be entered in the minutes. Neither a Board committee, nor a member of the Board with a special commission has autonomous authority. Responsibility for the functions allotted remains with the Board.
- The Board annually conducts an evaluation of its performance and working methods.

During the financial year 2020, the Board convened 14 times. The participation activity of the members was 100%.

In 2020, the Board concentrated on development of Group structure, financing and the result development of Cable Industry.

## 2.4 Board committees

### Audit committee

The Group's Audit Committee in 2020 consisted of Marjo Matikainen-Kallström (Chairman) and Ari Järvelä.

The Board annually appoints the chairman and members of the Audit Committee. The Audit Committee reports to the Board.

The duties of the Audit Committee are:

- to monitor the reporting process of financial statements;
- to supervise the financial reporting process;
- to monitor the efficiency of the company's internal control, internal audit, if applicable, and risk management systems;
- to evaluate compliance with laws and regulations;
- to keep in contact with the auditor;
- to review the description of the main features of the internal control and risk management systems pertaining to the financial reporting process, which is included in the company's corporate governance statement;
- to monitor the statutory audit of the financial statements and consolidated financial statements;
- to evaluate the independence of the statutory auditor or audit firm, particularly the provision of related services to the company to be audited; and
- to prepare the proposal for resolution on the election of the auditor.

In 2020, Reka Industrial Plc's Audit Committee focused on operational risks, purchase price allocation of Reka Rubber, balance values, financing and liquidity, test calculation and effects of IFRS 16 regulation. In guidance to internal audit measures emphasis to securing continuity as well as process and ICT risks management played major role.

During 2020, the Audit Committee convened three times. The participation activity of the members was 100 %.

## 3 Information regarding the Managing Director and his duties

Jukka Poutanen, Reka Industrial Plc's Managing Director

- Born 1962
- Education: MBA and M.Sc. (Tech.)
- CEO, Reka Cables Ltd
- Versatile and long experience as manager in international industries

The Managing Director elected by the Board of Directors is responsible for the day-to-day management of the company according to instructions and orders issued by the Board. The Managing Director must ensure that the company's bookkeeping complies with the law and that financial matters are handled in a reliable manner. The Managing Director is in charge of the company's investment activities.

## 4 Internal control and risk management in Reka Industrial Plc

### 4.1 Internal control and risk management framework

Internal control is a process effected by the Board of Directors, management and all levels of personnel. The goal of internal control is to ensure that management has reasonable assurance that the company's operations are effective, efficient and aligned with strategy; financial reporting and management information is reliable, complete and timely; and the Group is in compliance with applicable laws and regulations.

The roles and responsibilities of Reka Industrial's internal control and risk management framework are defined in the Group's internal control and risk management principles. The principles are based on the components of the common internal control frameworks as well as models for enterprise risk management.

Reka Industrial's governance and internal control framework consists of:

- the internal control and risk management principles set by the Board of Directors,
- management overseeing the implementation and application of the internal control and risk management principles,
- enterprise risk management process identifying, assessing and mitigating risks threatening the realization of Reka Industrial's objectives,
- compliance procedures making sure that all applicable laws, regulations, internal policies and ethical values are adhered to,
- the Group's employees and external specialists as needed basis monitoring of the efficiency and effectiveness of the operations of internal control,
- effective internal control environment at all levels of the organisation, and
- shared ethical values and strong internal control culture among all employees.

Enterprise risk management in Reka Industrial is a continuous process which is integrated in the Group's monitoring operations. Risk management is designed to ensure that the most business relevant risks are identified, assessed and monitored on a continuous basis.

Reka Industrial Plc's risk management is based on Risk Management Principles set by the Board of Directors. The principles include a description of the Group's risk management framework and responsibilities regarding risk management in Reka Industrial. In addition, the Group's risk management process is described on a more detailed level. The process itself consists of risk identification, assessment, risk management actions, monitoring and risk reporting.

#### **4.2 Internal control and risk management pertaining to the financial reporting process**

Internal control and risk management systems in relation to the financial reporting process are a part of Reka Industrial Group's overall internal control and risk management framework. Systems are designed to provide reasonable assurance of the reliability of financial reporting. Reliable financial reporting process ensures that the financial information to the stakeholders is accurate, timely and complete and the financial statements are prepared in accordance with applicable laws and regulations.

The accounts of the Group's subsidiaries are prepared according to the local accounting standards. The financial reporting of the subsidiaries is operating in various systems and the information is consolidated on Group level. Reka Industrial applies IFRS standards in its consolidated interim reports and financial statements and the IFRS adjustments are booked on Group level.

##### **4.2.1 Internal control environment**

Internal control in Reka Industrial is based on efficient control environment. It sets the tone of an organization, influencing the control consciousness of its people. Control environment factors include the integrity, ethical values and the way management assigns authority and responsibility.

Common working methods and policies form the basis for internal control in financial reporting process. The description of interim report and financial statement process guides the financial reporting in Reka Industrial. The description includes high level definitions of roles, responsibilities and timetables of the process. In Finland, the companies have a common chart of accounts, as well as several guidelines and listings of the working methods applied in financial reporting process. In addition, the Group is in process of creating a controller's manual to further unite the working methods.

#### 4.2.2 Risk management

Risk management of financial reporting process is designed to identify financial reporting risks and to determine adequate risk management methods. The risk identification and assessment is a continuous process which is designed to detect the changes occurring in Reka Industrial's business environment, as well as in the Group's operations.

Reka Industrial Plc is developing and implementing the Group's risk management process. The risk identification and assessment will be conducted annually in business units, as well as on Management Group level. The business units will be identifying risks related to the unit's operations and the results of the assessments will be reported to the Management Group. On Management Group level, the risk identification and assessment will be carried out together with strategic planning. The results of the assessment shall be used as material for Reka Industrial's risk reporting in half year financial reports and financial statements releases.

#### 4.2.3 Control measures

Control activities are the policies and procedures that help Reka Industrial's management to ensure the effectiveness and reliability of the company's operations. Controls also help to ensure that the risks threatening the achievement of the company's objectives are management adequately.

Besides Finland, Reka Industrial operates in Poland, Sweden, Denmark, Estonia, Russia and Norway. The subsidiaries report to the parent company monthly, quarterly and before closing of the accounts. The consolidated interim reports and financial statements are prepared at Group level.

Business controllers/ persons in charge of business unit finance activities as well the chief accountant of the Group review the figures of half year financial reports and financial statements before reporting them to the Group's Chief Financial Officer. CFO reviews the figures and analyses the reasons for possible deviations in order to assure the reliability of financial reporting.

After the CFO's review, the Audit Committee gives their comments on the figures and the text draft. The revised material is then commented by the Board of Directors, Managing Director, CFO and the auditors. In case the comments are incompatible, The Audit Committee gives the final statement on the matter.

Subsequent to the comment round, the final versions of the figures and the text are drafted and the Board handles them in its meeting. If changes are needed at this stage of the process, the changes will be taken into account in press releases and in printed versions of the reports. The material is published on the same day.

The Group's Audit Committee monitors the financial reporting of interim reports and financial statements by continuously evaluating the level of internal control and risk management pertaining to the reporting process. In addition, the Audit Committee analyses the reported figures and follows up the changes in IFRS standards.

#### 4.2.4 Information and communication

In terms of internal control, external communication refers to authority reporting and financial reporting, whereas internal communication includes information provided to employees through e.g. Intranet and training.

External communication is meant to provide the market with information on Reka Industrial's business operations, finances and the changes happening of the Group's business environment.

#### 4.2.5 Monitoring

The effectiveness of Reka Industrial's internal control is monitored with different activities. e.g. through ongoing follow-up activities, separate evaluations or internal audits.

Internal Audit is subordinated to Audit Committee. Internal Audit encompasses the examination and evaluation of the adequacy and effectiveness of the organization's systems of internal control and the quality of

performance in carrying out assigned responsibilities. In practise, the Managing Director is responsible for initiating separate internal assignments. The audits are usually carried out with organization's own resources. The person performing the audit shall be independent of the audited business operation. Additionally, external specialists can be used as an internal auditor if required by the nature of the assignment.

#### **4.3 Development of internal control and risk management in financial reporting**

In 2020, the emphasis of the internal audit was on management of process and ICT risks. Random tests were made to the financial process. Essential defects were not found.

### **5 Salary and incentive report for the financial year 2020**

This salary and incentive report is made according to the Finnish Corporate Governance Code.

#### **The remuneration of Board members**

The Board members remuneration was updated during the financial year. The Board members are paid an annual remuneration according the Annual General Meeting's decision. The Board members do not have other benefits. The Board members do not have retirement agreements with the company. A part of the annual remuneration and bonus can be paid with company's shares if so decided by the Annual General Meeting. The remuneration paid with shares is always separately announced.

Due to Reka Industrial's ownership structure company's member of the Board of Directors can be member of the Board of Directors in subsidiaries and get compensation. In addition, the Board of Directors can decide of separate remuneration, when member of the Board of Directors is taking additional measures and time for implementing company's important project (financing, acquisition, contract).

In 2020, the Board's independent committee (Jukka Koskinen, Marjo Matikainen-Kallström, Ari Järvelä) was paid separate fees related to Reka Rubber's acquisition. Separate fees are included in the fee table below.

The Annual General Meeting 2020:

- The AGM approved the proposed annual remuneration of EUR 10,000 for the members of the Board of Directors, EUR 12,500 for the chairman of the Board and an attendance remuneration of EUR 600 per each meeting for the Board and the committees. The AGM approved that the members of the Board are compensated for their travel expenses.
- Circa 40 per cent of the annual remunerations will be paid with the shares of the company. Transfer to the shares is made by using the average share price of Reka Industrial Plc's B-share in May 2020 and the shares will be handed over in June 2021.
- The AGM resolved that the members of the Board be paid a bonus based on the development of the company's B share price, the amount of which is EUR 1,000 for the chairman of the Board and EUR 500 for the ordinary members of the Board, multiplied by annual return based on the share price development of Neo Industrial Plc's class B share (average share price in May 2021 – average share price in May 2020). Should the annual return exceed 50 per cent, the bonus shall be paid in accordance with 50 per cent. So the highest multiplier when counting remuneration is 50.
- Circa 40 per cent of the bonuses will be paid with the shares of the company. Conversion into the shares will be carried out based on the average share price of the Company's class B share in May 2021, and the shares will be handed over in June 2021.



The Extraordinary General Meeting:

- The annual remuneration of the members of the Board of Directors decided by the Annual General Meeting on June 24 is valid until November 24, 2020.
- As of November 25, 2020, the annual remuneration (12 months) of the members of the Board of Directors is EUR 18,000 and that of the Chairman of the Board EUR 25,000. Members of the Board are compensated for their travel expenses. The Extraordinary Shareholders' Meeting approved the annual remuneration of EUR 2,500 for the committee members. No separate meeting fees to be paid.
- Circa 40 per cent of the annual remunerations will be paid with the shares of the company. Conversion into the shares is made by using weighted average price of the company's B share in December 2020 and the shares will be handed over in April 2021.

The remuneration of the Board members during the financial year 2020, EUR:

Board	Remuneration in shares	Remuneration in cash	Remuneration total
Markku E. Rentto	1 522	30 245	31 767
Jukka Koskinen	3 359	67 648	71 007
Marjo Matikainen-Kallström	761	29 227	29 988
Ari Järvelä	761	29 227	29 988
Matti Hyytiäinen		1 500	1 500
Olli-Heikki Kyllönen		1 500	1 500
Yhteensä	6 403	159 346	165 749

#### The remuneration of the Managing Director

The CEO of Reka Cables Ltd. is also the Managing Director of the Group. The Managing Director has a written Managing Director's agreement with Reka Cables Ltd. According to the Managing Director's agreement the salary consists of a fixed salary and a separate bonus. The pension of the Managing Director is according to the Finnish retirement legislation (TyEL). In addition, Managing Director has a separate medical expenses insurance.

According to the Managing Director's agreement the term of notice is 3 months and the dismissal pay corresponds to 9 months salary.

During the financial year 2020 the Managing Director's annual salary and other benefits were EUR 438 669 divided as follows:

Managing Director	Fixed salary	Bonus and incentives	Total
Jukka Poutanen	267 970	170 699	438 669