Corporate Governance Statement 2015
This Corporate Governance Statement has been prepared pursuant to the Finnish Corporate Governance Code 2010 and the guideline of the Securities Market Association dated 1 December 2010. The Corporate Governance Statement is issued separately from the report of the Board of Directors of Pöyry PLC for the financial period 1 January – 31 December 2015. The report of the Board of Directors is available at www.poyry.com.

Corporate governance at Pöyry is based on the laws of Finland, the Articles of Association (“Articles”) of the parent company Pöyry PLC (“Company” or “Pöyry”), the Finnish Corporate Governance Code, and the rules and regulations of the Finnish Financial Supervisory Authority and Nasdaq Helsinki Ltd, where the Company is listed.


The Company prepares consolidated financial statements and interim reports in accordance with the International Financial Reporting Standards (IFRS), as adopted by the EU, and the applicable laws, regulations and rules.

GENERAL DESCRIPTION OF PÖYRY’S CORPORATE GOVERNANCE SYSTEM

The responsibility for the control and management of the Company is divided between the shareholders represented at the General Meeting of Shareholders, the Board of Directors (“Board”) (supported by its two Committees) and the President and CEO assisted by the Group Executive Committee.

General Meetings of Shareholders

The shareholders of Pöyry exercise their decision-making power at the Company’s General Meeting of Shareholders. The rights of the shareholders and the duties of the General Meeting are defined in the Companies Act and in the Articles of the Company.

The Annual General Meeting (“AGM”) is held every year before the end of June, usually in March. The matters to be dealt with in the AGM are defined in the Companies Act and in the Articles of the Company. The AGM 2015 was held on 12 March 2015 in Helsinki, Finland.

An Extraordinary General Meeting (“EGM”) may be convened by the Board when they consider it necessary or when required by law. Furthermore, the Auditor or shareholder(s) together holding a minimum of one tenth of all shares of the Company have the right to request in writing that an EGM shall be convened to discuss a specific matter. No EGMs were held in 2015.

Governance structure
The Board has adopted for itself a Charter. According to the Charter, apart from the statutory duties the main tasks of Board are:

- Approval of the strategic goals and direction
- Approval of strategically important or major acquisitions and divestments
- Business control including, among others, approvals of control policies, and business matters in accordance with the Company’s Authorities and Approval Policy
- Approval of the business organisation structure
- Appointment of the President and CEO
- Approval of the appointments of the Group Executive Committee and other top management
- Financial control including, among others, approval of interim reports and annual accounts and group level budgets
- Approval of principles of risk management and internal control
- Appointment of the Chief Audit Executive and approval of the Internal Audit Charter
- Appointments to the Board Committees and review of the reports of the Board Committees.

was the President and CEO of the Company until 31 December 2015. Due to this position Alexis Fries is not independent of the Company when acting as a member of the Board. All other Board members are independent of the company and its significant shareholders.

For detailed information about the Board members and their share ownership see pages 8–9.

Operations of the Board

The duties of the Board are those specified in the Companies Act, according to which the Board is responsible for overseeing that the management and operations, and the supervision of accounting and financial matters of the Company are appropriately organised. The Articles of the Company do not define other duties for the Board. The Board has authority to act in all matters not reserved by law or the Articles to another governing body.

The Board meets as often as necessary to properly fulfil its duties. The Board decides well in advance on its annual meeting schedule and additional meetings are arranged when necessary. The Board evaluates its performance and working methods annually.

In 2015, the Board of Directors convened nine (9) times. The average participation of members in the meetings was eighty-eight (88) per cent.
Board Committees

The Board has two (2) permanent committees: the Audit Committee and the Nomination and Compensation Committee. The committees assist the Board in its duties by preparing and reviewing in more detail matters falling within the competence of the Board. The committees prepare minutes of their meetings and report to the Board.

The committee members and a Chairman for each committee are appointed by the Board in the first Board meeting held after the AGM for a term of one (1) year. The Board has approved charters for both committees.

Audit Committee

The Audit Committee comprises at least three (3) members. According to the Charter of the Audit Committee, the Audit Committee members shall be independent of the company and at least one (1) member shall be independent of significant shareholders.

The Audit Committee convened five (5) times in 2015. The average participation of members of the Committee in the meetings was ninety-four (94) per cent.

Nomination and Compensation Committee

The Nomination and Compensation Committee comprises at least three (3) members. The majority of the members of the Nomination and Compensation Committee shall be independent of the Company.

Pekka Ala-Pietilä (Chairman), Heikki Lehtonen, Henrik Ehrnrooth and Michael Obermayer were elected to the Nomination and Compensation Committee on 12 March 2015. Majority of the Committee members are independent of the Company.
**President and CEO**

The President and CEO is appointed by the Board.

In accordance with the Companies Act, the President and CEO is in charge of the day-to-day management of the Group in accordance with the guidelines and instructions of the Board. The statutory duties of the President and CEO include ensuring that the Company’s accounting methods comply with law and other regulations, and that the financial matters are handled in a reliable manner. The President and CEO is also in charge of the preparation of matters to be presented to the Board and carries out the decisions of the Board.

Alexis Fries (born 1955, Swiss citizen, Diploma in Physics, Swiss Federal Institute of Technology, 1981) was the President and CEO of the Company since 1 September 2012 until 31 December 2015. In August 2015, the Board of Directors of Pöyry PLC appointed Martin à Porta as the new President and CEO of Pöyry. He took up the position on 1 January 2016.

**Group Executive Committee (GEC)**

The President and CEO is assisted by the Group Executive Committee (“GEC”) in the operative management of the Group.

On 31 December 2015 the GEC consisted of ten (10) members. The members of the GEC are appointed by the President and CEO and the appointments approved by the Board. The GEC members report to the President and CEO and have roles and responsibilities assigned by the President and CEO.

The GEC holds regular meetings chaired by the President and CEO. The President and CEO is responsible for the decisions made by the GEC.

For detailed information about the GEC members and their share ownership see pages 10-11.

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**INTERNAL CONTROL AND RISK MANAGEMENT SYSTEMS IN RELATION TO THE FINANCIAL REPORTING PROCESS**

According to Pöyry’s definition its objectives for internal control are to provide reasonable assurance in achieving the following goals:

- Effectiveness, efficiency and transparency of operations
- Reliability of financial and other reporting
- Effective and comprehensive risk management
- Compliance with applicable laws and regulations and the Pöyry Operating Guidelines
- Ethical business conduct.

The internal control framework covers all the policies and guidelines, processes, procedures and organisational structures that assist the President and CEO and ultimately the Board of Directors in ensuring that Pöyry achieves the above mentioned objectives.

Pöyry’s internal control framework is based on the Pöyry Operating Guidelines, which consist of the key policies and instructions, which must be followed throughout the group. The Pöyry Operating Guidelines provide internal policies and guidelines in areas such as ethical business conduct, internal control, authorities, risk management and financial reporting.

Risk management is an integral part of Pöyry’s business management and internal controls framework. The aim of risk management is to enable the achievement of the Company’s strategic and financial objectives and targets in a controlled manner.

**Pöyry’s system of internal control**

The internal control framework covers all the policies and guidelines, processes, procedures and organisational structures that assist the President and CEO and ultimately the Board of Directors in ensuring that Pöyry achieves the above mentioned objectives.
Pöyry’s main groupwide risk management processes are:

1. Enterprise Risk Management (ERM) process tailored to identify, assess, manage and follow up risks that may threaten the achievement of Pöyry’s objectives.

2. Project risk management processes tailored to identify, assess, manage and follow up project risks.

Risk control activities include Authorities and Approval Policy and Risk Management Policy and Instructions issued by the Board. These groupwide mandatory instructions set limits and authority levels for risk taking.

Risk reporting is a part of business reporting. Major risks with status updates are reported to and reviewed regularly by the Audit Committee and the Board.

Control environment

The financial reporting processes are an integral part of Pöyry’s internal control system.

It is the duty of the President and CEO to ensure that the Company’s accounting methods comply with legal requirements and regulations, and that the financial matters are handled reliably. The President and CEO has delegated this responsibility to the Chief Financial Officer (“CFO”), whose duties are to organise and manage the Finance function.

The Audit Committee of the Board monitors the financial reporting process and the effectiveness of the controls therein. Furthermore, the Board regularly assesses the adequacy and effectiveness of Pöyry’s internal controls and risk management.

Project management and project accounting are among Pöyry’s most important key processes, also from financial reporting point of view. Several controls are implemented to focus on these critical areas. Project managers are responsible for Pöyry’s projects, including compliance with the Pöyry Operating Guidelines, in order to ensure accurate and reliable input into financial accounting and financial information. The global Project Management Office organisation supports project managers in project management processes, e.g. in project risk management and in monthly project review processes.

The controller function has a key role in Pöyry’s internal control system in developing, maintaining and communicating mandatory policies and procedures and ensuring compliance with them. Transaction processing is centralised in dedicated internal and external shared Financial Service Centres, which strengthens the harmonisation of applied processes and procedures whilst also enhancing compliance. The centres have been established in countries where Pöyry has major operations.

A new common global project, resource and financial management system was implemented in Finland and in the UK in third quarter of 2015. The roll-outs will continue throughout the Pöyry Group in the years 2016-2017. The new system will allow Pöyry to further improve the quality and cost efficiency of project and finance administration e.g. through harmonized master data, improved data consistency, enhanced system controls and reports.

Risk assessment

At Pöyry risks related to financial reporting are assessed and the necessary controls are defined and implemented when changes are made in organisation or processes.

All projects in Pöyry are categorised on risk basis. The project category determines the treatment of the project both in the sales and execution phase of the project. In addition to this, a more holistic project risk assessment is conducted for more risky projects both before submitting commercial proposals and signing contracts, and regularly during the execution of projects. The risk assessment and risk review processes are performed using Pöyry’s standardised risk assessment tools. The outcome of the project risk assessment may have an immediate impact on financial reporting. Project managers are supported by dedicated finance and other resources in order to ensure the accuracy and compliance of the input for financial reporting.

Control activities

Pöyry’s financial management and accounting processes include policies, procedures and controls that are necessary to ensure the reliability of financial reporting. Pöyry companies carry out financial reporting in a harmonised way across all Group companies, based on mandatory policies and procedures, using a common chart of accounts and harmonised set of project management and accounting systems.

All Pöyry’s subsidiary companies in which Pöyry has control use Pöyry’s common systems for project accounting, financial accounting and monthly reporting. All major interfaces are standardised and reasonably automated between different systems in the financial reporting process.
The international financial reporting standards (IFRS) are applied in Pöyry Group. The maintenance and interpretation of accounting standards is centralised to the Group Finance department. Monthly closing, data transfers, reconciliation and control procedures are defined in detail for the financial reporting process.

Pöyry’s Authorities and Approval Policy ensures that decision making involving far-reaching effects and significant risks is made at the appropriate organisational levels.

**Information and communication**

Applicable financial standards, policies, tools and systems as well as best practices are published on the Pöyry Group Intranet. The CFO ensures the availability of up-to-date information. The CFO also ensures the continuous improvement of finance related processes, procedures, systems and controls.

**Monitoring**

The CFO is responsible for maintaining and developing the company’s controlling processes so that management at all levels receives reliable and adequate financial information in a timely manner.

The actual financial performance against business plans, budgets and performance indicators is followed up through the monthly reporting process. In connection with the monthly reporting, updated and analysed full year estimates are mandatory every quarter, but also more frequently if material changes are foreseen.

Monthly business and financial performance reviews are held shortly after the reporting deadline where Business Line President and Vice President Finance comment to the President and CEO and CFO on essential deviations or changes in actuals or full year estimates as well as on all essential events, risks and opportunities. Standard minimum agendas are mandatory for monthly review meetings at all management levels covering topics relevant for financial and operational monitoring.

Internal and external audits are performed based on annually approved, risk based audit plans, and audit findings are reported both to management and to the Audit Committee.

The Board receives monthly financial information on the Pöyry Group and Business Line level and approves all externally communicated financial reports. The Audit Committee follows up regularly the development of the Finance organisation.

**Internal Audit**

The Internal Audit function is independent of business operations. The function is headed by the Chief Audit & Compliance Executive, who reports to the President and CEO and Audit Committee.

Internal Audit assesses the adequacy and effectiveness of Pöyry’s internal control framework. Internal Audit follows the Standards for the Professional Practise of Internal Auditing of the Institute of Internal Auditors (IIA).
Board of Directors

Heikki Lehtonen
Vice Chairman of the Board
Born 1959, Finnish citizen, M.Sc. (Eng.). Independent member
Componenta Corporation, President and CEO 1993–2015;
Finnish Business and Policy Forum EVA, Member of the Supervisory Board 2005–;
Otava Ltd, Member of the Board of Directors 1996–;
The Finnish Foundation for Share Promotion, Member of the Board of Directors 2012–
Member of the Pöyry Board since 1997
Pöyry PLC shares: 0 (33,200)

Henrik Ehrnrooth
Chairman of the Board
Born 1954, Finnish citizen, M.Sc. (Forest Econ.), B.Sc. (Econ.). Not independent of the company and significant shareholder
Pöyry PLC, Chairman of the Board of Directors 2003–,
Vice Chairman of the Board of Directors 1997–2002;
Jaakko Pöyry Group, CEO 1995–1997;
Otava Ltd, Chairman of the Board of Directors 2014–,
Member of the Board of Directors 1988–2014;
Caverion Corporation, Chairman of the Board of Directors 2013–2015;
YIT Corporation, Chairman of the Board of Directors 2009–2014
Member of the Pöyry Board since 1997
Pöyry PLC shares: Henrik Ehrnrooth, together with his brothers Georg Ehrnrooth and Carl-Gustaf Ehrnrooth, indirectly holds a controlling interest in Corbis S.A.

Pekka Ala-Pietilä
Born 1957, Finnish citizen, M.Sc. (Eng.). Independent member
Componenta Corporation, President and CEO 1993–2015;
Finnish Business and Policy Forum EVA, Member of the Supervisory Board 2005–;
Otava Ltd, Member of the Board of Directors 1996–;
The Finnish Foundation for Share Promotion, Member of the Board of Directors 2012–
Member of the Pöyry Board since 1997
Pöyry PLC shares: 25,000 (25,000)

Georg Ehrnrooth
Born 1966, Finnish citizen, Studies in agriculture and forestry, Högre Svenska Läroverket, Turku, Finland. Not independent of significant shareholder
Corbis S.A., Semerca Investments S.A. and Fennogens Investments S.A., Chairman of the Board of Directors 2009–; eQ Plc, Chairman of the Board of Directors 2015–, Member of the Board of Directors 2011–2015;
Norvestia Oyj, Member of the Board of Directors 2010–;
Oy Forcit Ab, Member of the Board of Directors 2010–;
Slättö Förvaltning AB, Member of the Board of Directors 2014–;
Anders Wall Foundation, Member of the Board of Directors 2010–;
Paavo Nurmi Foundation, Member of the Board of Directors 2008–
Member of the Pöyry Board since 2010
Pöyry PLC shares: Georg Ehrnrooth, together with his brothers Henrik Ehrnrooth and Carl-Gustaf Ehrnrooth, indirectly holds a controlling interest in Corbis S.A.
Curricula vitae of the members of the Board of Directors are available on the company’s website www.poyry.com

Shareholdings are stated as at 31 December 2015 and in brackets as at 31 December 2014. The figures include direct holdings, holdings of corporations or foundations in which the shareholder has a controlling interest, and holdings of the shareholder’s spouse and other family members.
Group Executive Committee

Alexis Fries
President and CEO
Chairman Regional Operations (acting)
(u until 31 December 2015)
Born 1955
Diploma in Physics
Member of Pöyry’s Group Executive Committee since 2012
Pöyry PLC shares: 210,000 (115,000)

Anja Silvennoinen
Executive Vice President, President, Energy Business Group
Born 1960
M.Sc. Industrial Engineering MBA
Member of Pöyry’s Group Executive Committee since 2015
Pöyry PLC shares: 3,319 (3,319)

Nicholas Oksanen
Executive Vice President, President, Industry Business Group
Born 1967
M.Sc. Paper Technology
Member of Pöyry’s Group Executive Committee since 2014
Pöyry PLC shares: 2,415 (2,415)

Marcelo Cordaro
Executive Vice President, President, Regional Operations Latin America
Vice Chairman Regional Operations
Born 1963
D.Sc. Electrical Engineering
Member of Pöyry’s Group Executive Committee since 2014
Pöyry PLC shares: 13,750 (21,250)

Jarkko Sairanen
Executive Vice President, President, Management Consulting Business Group
(u until 31 December 2015)
Born 1963
M.Sc. Industrial Engineering MBA
Member of Pöyry’s Group Executive Committee since 2011
Pöyry PLC shares: 13,750 (21,250)
Shareholdings are stated as at 31 December 2015 and in brackets as at 31 December 2014. The figures include direct holdings, holdings of corporations or foundations in which the shareholder has a controlling interest, and holdings of the shareholder’s spouse and other family members.

Curricula vitae of the members of the Group Executive Committee are available on the company’s website www.poyry.com
Pöyry is an international consulting and engineering company. We serve clients globally across the energy and industrial sectors and provide local services in our core markets. We deliver management consulting and engineering services, underpinned by strong project implementation capability and expertise. Our focus sectors are power generation, transmission & distribution, forest industry, chemicals & biorefining, mining & metals, transportation and water. Pöyry has an extensive local office network employing about 6,000 experts. Pöyry's net sales in 2015 were EUR 575 million and the company's shares are quoted on Nasdaq Helsinki (Pöyry PLC: POY1V).