

DESTIA CORPORATE GOVERNANCE STATEMENT 2015

Destia Group Plc is a Finnish public limited liability company, with registered office in Vantaa. The Company's administration and management comply with the Finnish Limited Liability Companies Act, the company's Articles of Association and the valid Corporate Governance Code of the Securities Market Association applicable to Finnish listed companies. In the statement for year 2015 Destia applies the statement from 2010, but when applicable also reporting principles set out in the new Corporate Governance Code 2015. This statement concerns the parent company – Destia Group Plc and where applicable, Destia Group (hereinafter referred to as Destia). Destia departs from the Corporate Governance Code, in accordance with the "comply or explain" principle, as described herein. Destia's Financial Statements, including the Annual Report, are published on the Destia website at www.destia.fi. This statement is not a part of the official Annual Report and will be published on the aforesaid Destia website.

The Corporate Governance Code for Finnish listed companies can be found at <http://www.cgf Finland.fi>.

Departure from the Corporate Governance Code recommendation

Destia departs from the Corporate Governance Codes recommendations with regard to preparation of the proposal for the Composition of the Board of Directors, invitation to the General Meeting, arrangement of the Meeting and its prescribed times as well as those participating therein due to the fact that Destia has only one shareholder. Due to the specific purpose of the Advisory Committee it consists of only two Board members and it does not have a charter.

GENERAL MEETING

The Annual General Meeting is held each year within six months after the end of the financial period. An Extraordinary General Meeting is held if required by the decision-making process. At the Annual General Meeting matters according to the Articles

of Association and other possible proposals to the General Meeting are handled.

The most important matters respective to the decision-making power of the General Meeting are:

- deciding on the number of Board members
- electing the Chair and members of the Board
- deciding on remuneration and financial benefits for the Board and members of its committees
- deciding on the appointment of auditor and his/her remuneration
- approving the financial statements
- resolution on the discharge of the members of the Board of Directors and the President and CEO from liability
- amending the Company's Articles of Association
- deciding on the raising of share capital
- deciding on the distribution of corporate assets, such as profit distribution.

General Meetings are convened by the Company Board of Directors. The invitation is provided to the one and only shareholder. The shareholder representative is granted power of attorney for the task at hand. Minutes of the General Meeting are kept and archived at the Company headquarters. The Company informs on the decisions made at the General Meeting in its published announcements.

BOARD OF DIRECTORS AND ITS COMMITTEES

Board of Directors

According to Destia Group Plc Articles of Association, the Company has a Board of Directors consisting of three to eight (3–8) members. The General Meeting appoints all Board members in addition to appointing the Chair of the Board. The term of the Board members lasts from appointment until the end of the next Annual General Meeting. The Board of Directors has a quorum, when at least half of its members are present. In the event of a tie vote, the Chair shall cast the deciding vote.

At present, the Board of Directors has seven members. On 17 March 2015, the General Meeting appointed Arto Rätty (Chair), Panu Routila (Vice Chair), Marcus Ahlström, Jacob af Forselles, Matti

Mantere and Solveig Törnroos-Huhtamäki as members of the Board of Directors. Destia Group Plc's shareholder passed on 30 September 2015 an unanimous resolution and elected Tero Telaranta as a new member to the Board of Directors. The new Board members have been introduced to the operations of the company. All Board members are independent of the Company and of the owner, with the following exceptions: Jacob af Forselles and Tero Telaranta, who are not independent in their relationship to the Company's shareholder. Arto Rätty is not independent of the Company nor the owner as of 18 May 2015 and Panu Routila has not been independent of the shareholder 1 January – 30 October 2015. The Board has conducted an annual evaluation of the Board's operations and working methods in 2015. The results of the evaluation have been provided to Destia's shareholder.

Charter of the Board of Directors

In accordance with the Companies Act and the Company's Articles of Association, the Board of Directors is charged with certain tasks and duties.

The Board represents the shareholders of the Company and its duty is to promote the best interest of the Company and its shareholder. The Board is responsible for the administration and the proper organisation of the operations of the Company. The Board of Directors ensures that the control of the Company's accounting and financial management is adequately arranged.

In accordance with the Charter, the duties and tasks of the Board of Directors are as follows:

- a) to ensure that the Company is managed according to sound business principles and that the reporting, controls and risk management are adequate;
- b) to ensure that the Company's and the Group's financial statements, interim reports and the annual report are prepared in accordance with the legislation, and to make a proposal to the General Meeting on the use of distributable profits of the Company;

- c) to propose to the General Meeting the matters that shall be decided upon by the shareholders, excluding proposal for appointment and remunerating the Board members and Chair;

- d) to attend to such administrative matters that have not been entrusted to the President and CEO;

- e) to appoint and dismiss the President and CEO and the possible Deputy CEO, and to determine their compensations and other material terms of their contracts;

- f) after consultation with the President and CEO to appoint and dismiss the executive officers reporting to the President and CEO and the internal auditor of the Company and to determine their compensations;

- g) to approve the Company's strategy and to oversee its implementation;

- h) to establish the organisational and business structure at the Group's executive level;

- i) to approve the Group's financial and operative targets, annual business plan and budget and to oversee the performance of the same;

- j) to approve the Group's annual investment plan as well as all investment proposals exceeding the President and CEO's mandate to invest;

- k) to approve the Company's Finance policy and to determine the President and CEO's mandate for short-term borrowing, and to decide upon long-term borrowing as proposed by the President and CEO;

- l) to decide upon establishing subsidiaries and upon material changes affecting the same, mergers and acquisitions, investments and divestments of real estate and other substantial

fixed assets as well as using properties as collateral and providing collateral for subsidiary or third-party obligations;

m) to approve tenders, sponsorship and non-production-based service and acquisition agreements, that exceeds the President and CEO's mandate as stated in Charter of Destia Group for approval and authorization, appendix 1;

n) to establish the principles in respect of the Group's personnel policy and to approve the Company's personnel's and its management's incentive programmes, short and long term incentive structures and the persons included in the same as well as the remuneration to be paid on the basis of these systems;

o) to approve the Group's ethical guidelines and working methods;

p) to ensure that the Group's internal control is adequately arranged;

q) to ensure that the internal audit function is adequately arranged and that the internal audit key principles for auditing work have been defined;

r) to evaluate the independence of the members and to report which of them are independent of the Company and which are independent of the shareholder;

s) to approve the Charter of the Board of Directors and to establish the Committees of the Board and their compositions and charters; and

t) to attend to any matter that does not according to the law belong to the General Meeting, provided that the Chair of the Board together with the President and CEO have agreed upon bringing the matter to the Board's attention or provided that a Board member has brought the matter to the Board's attention by informing the Chair in advance.

Board member	Participation in Board meetings in 2015	Participation in Committee meetings in 2015		
		Audit Committee	HR Committee	Advisory Committee
Arto Rätty	11/11	1/1	4/4	1/2
Marcus Ahlström	9/9	6/6	-	-
Jacob af Forselles	10/11	6/6	3/3	-
Matti Mantere	11/11	-	4/4	2/2
Panu Routila	9/11	-	0/1	-
Tero Telaranta	4/4	-	1/1	-
Solveig Törnroos-Huhtamäki	11/11	7/7	-	-

Meetings and compensation

As a rule, the Board of Directors convenes once a month. During 1 January – 31 December 2015, the Board of Directors convened 11 times. The Board members's attendance in Board and Committee meetings in 2015 is presented in the list above.

In 2015, the following compensation for the members of the Board of Directors of Destia Group Plc was decided at the General Meeting:

- monthly compensation for the Chair: EUR 3,300;
- monthly compensation for the Vice Chair: EUR 3,300 between 1 January – 17 March 2015 and EUR 1,800 as of 17 March 2015;
- monthly compensation for the Chairs of Committees: EUR 1,800; and
- monthly compensation for Board member: EUR 1,500.
- In addition to the monthly compensation, all members of the Board shall be paid EUR 600 each as a participation fee for every Board and committee meeting.
- No monthly nor participation compensations shall be paid to Board members representing the shareholder.
- The Board members daily allowances and travel expenses are reimbursed in accordance with the general travel policy of Destia.

Compensation paid to the members of Destia Group Plc Board of Directors 1 January – 31 December 2015

Arto Rätty	€ 49,800.00
Marcus Ahlström	€ 23,250.00
Jacob af Forselles	-
Matti Mantere	€ 28,200.00
Panu Routila	€ 4,800.00
Tero Telaranta	-
Solveig Törnroos-Huhtamäki	€ 31,650.00

In addition to the above-mentioned compensation, EUR 2,830.05 in consulting fees was paid to a firm which is a related party to Matti Mantere under a separate agreement.

The Chairman of the Board is also participant of a long term incentive program arranged by AC Infra Oy, which is the parent company of Destia Group Plc. The program is for years 2015–2018 and corresponds to Destia long term incentive program for Destia key persons. AC Infra Oy is responsible for any possible remuneration to the Chair based on said program.

Board committees

Two permanent committees assist the Board of Directors of Destia Group Plc by preparing matters: the Audit Committee, and the HR Committee. During its annual organisational meeting, the Board of Directors decides on the members of the permanent committees, both of which consist of at least three members. The Chairs of the Committees are chosen by the Board of Directors. Committee members are appointed for the duration of the Board term. At their discretion, the committees may make use of outside advisers to assist them in their tasks. The Board of Directors confirms the central duties and charters of the committees. Furthermore, an Advisory Committee consisting of two Board members was assisting the Board during the year.

Audit Committee

The Audit Committee assists the Board of Directors in its supervising and control duty. The Audit Committee does not make independent decisions, but its purpose is to prepare matters related to the Company's finances and controls as well as maintain contact with external auditors and the internal audit function. The Committee regularly reports on its activities to the Board of Directors. A Charter has been approved for the Audit Committee.

Members of the Audit Committee must have an expertise in accounting, bookkeeping, external auditing, internal auditing or accounting practices, in addition to which they must be independent of the Company.

In accordance with the Charter, the Audit Committee is responsible for:

- monitoring the reporting process of financial statements;
- supervising the financial reporting process;
- monitoring the efficiency of the company's internal control, internal audit and risk management systems;
- reviewing 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 the Company's Corporate Governance Statement;

- monitoring the statutory audit of the financial statements and consolidated financial statements;
- evaluating the independence of the statutory auditor and audit firm, particularly the provision of related services to the Company; and
- preparing the proposal for resolution on the election of the auditor.

In addition to the above-mentioned duties, the Committee is also responsible for:

- monitoring the financial position of the Company;
- approval of the internal audit charter;
- revision of the plans and reports of the internal audit function;
- contacts with the external auditor and revision of reports that the auditor prepares for the Audit Committee; and
- giving its opinion on possible mergers and acquisitions in respect of the valuation of the companies as well as risk management.

The above list of the Audit Committee's duties is not exhaustive. The Audit Committee may address another matter or task, considered to be necessary for the purpose of monitoring internal control, financial reporting, supervision of laws and regulations, or assessment or control of risk management.

The Audit Committee was composed of Solveig Törnroos-Huhtamäki as Chair and Jacob af Forselles and Arto Rätty as members 1 January – 17 March 2015 and Solveig Törnroos-Huhtamäki as Chair and Marcus Ahlström and Jacob af Forselles as members as of 17 March 2015. All Audit Committee members were independent of the Company and, with the exception of Jacob af Forselles, also independent in their relationship to the Company's shareholder.

The Audit Committee convened 7 times during 1 January – 31 December 2015. The auditor with principal responsibility also participated in the Committee meetings as well as the internal auditor when deemed necessary. The members' attend-

ance in Audit Committee meetings can be found in the list earlier.

HR committee

The HR Committee (until 17 March 2015 the name of the Committee was Nomination and Remuneration Committee) assists the Board of Directors in performing tasks related to the nomination and compensation of the President and CEO and other Company management. The Committee has no independent decision-making powers, but its purpose is to, among other things, prepare nominations for the President and CEO and other Company management as well as address matters involving compensation and development of the same. The committee is also responsible for preparing the principles of the compensation and incentive systems. The Committee reports on its activities to the Board of Directors. A Charter has been approved for the HR Committee.

In accordance with the Charter, the key duties of the HR Committee are:

- preparation of matters pertaining to the appointment of the President and CEO and other executives as well as the identification of their possible successors;
- preparation of matters pertaining to the remuneration and other financial benefits of the President and CEO and other executives;
- preparation of matters pertaining to the remuneration schemes of the Company;
- evaluation of the remuneration of the President and CEO and other executives as well as seeing to it that the remuneration schemes are appropriate;
- preparation of the annual evaluation of the Board's operations and working methods; and
- monitor the level of executive management compensation in peer companies.

The above list of the HR Committee's duties is not exhaustive. The Committee may take some other task under preparation involving compensation and nomination matters.

The Nomination and Remuneration Committee was composed of Panu Routila (Chair) with Matti Mantere and Arto Rätty as members 1 January – 17 March 2015. The HR Committee was composed of Arto Rätty (Chair) with Jacob af Forselles and Matti Mantere as members as of 17 March 2015. Furthermore, Tero Telaranta was a member of the HR Committee as of 30 September 2015.

The HR Committee convened 4 times during 1 January – 31 December 2015. The members' attendance in HR Committee meetings can be found in the list earlier.

Advisory Committee

The Advisory Committee assists the Board of Directors and the company management in certain business projects defined during its establishment. The Advisory Committee consists of the Board members Matti Mantere and Arto Rätty. In addition to that an external advisor attends the Committee meetings when deemed necessary. The Advisory Committee convened twice in 2015. The Committee does not have a charter. The members' attendance in Advisory Committee meetings can be found in the list earlier.

PRESIDENT AND CEO AND MANAGEMENT TEAM

The duty of Destia Group Plc's President and CEO is to lead the Company's business operations and administration with the focus on Group's interest and strategy in accordance with the Limited Liability Companies Act and the instructions and directives issued by the Board of Directors. The President and CEO is not a member of Destia Group Plc Board of Directors.

The relationship of the President and CEO with Destia is stipulated in an executive agreement approved by the Board of Directors. Hannu Leinonen has served as President and CEO of Destia since 1 October 2009.

The President and CEO is assisted by Destia's Management Team. In addition to the President and CEO, the Management Team consists as of 1 Janu-

ary 2016 of the Executive Vice Presidents for business units, CFO, General Counsel, Executive Vice President HR, Executive Vice President Corporate Planning as well as the personnel representative. The Management Team is in charge of the Group's business structure, management systems and general planning and reporting systems. The President and CEO and Destia's Management Team prepare the Group's strategic plans, significant mergers and acquisitions and investments for the Board of Directors as well as oversee their implementation and risk management. Under the leadership of the President and CEO, the Management Team is also responsible for the implementation of measures concerning the budget approved by the Board of Directors, in accordance with instructions. The President and CEO informs the Board of Directors about the development of the company's business and financial situation. A Charter has been approved for Destia's Management Team. The Management Team convenes regularly. The President and CEO oversees the flow of information between the Board of Directors and the Management Team.

In 2015, Destia Management Team comprised President and CEO Hannu Leinonen, CFO Pirkko Salminen and Executive Vice Presidents Minna Heinonen, Jouni Karjalainen, Pasi Kailasalo, Jukka Raudasoja, Marko Vasenius and Seppo Ylitapio. Jouko Korhonen served as personnel representative in the Management Team.

At the beginning of 2015 the Company Development Team was established comprising of Destia Management Team members, Directors of the Support Functions as well as other Directors deemed to be appropriate from time to time. The Company Development Team convened quarterly to handle critical matters relating to Destia's strategy.

Key compensation principles for the President and CEO and other Company management

All personnel are included in the Company's incentive system. The compensation criteria of the incentive system are based on the financial objectives

of the Group, operational business units and projects in addition to the goals agreed during annual personal development discussions. The basis for incentive compensation is found in the objectives of the Group's strategy period. The Board of Directors approves the compensation criteria for the incentive system.

In addition to this, there is a separate instant reward, which is used in awarding excellent performance involving objectives not included in the general objectives of the incentive system.

On 30 September 2015, Destia's Board of Directors decided on a bonus scheme for 2016 covering all personnel. The bonus scheme forms a part of the overall personnel remuneration scheme. The bonus scheme brings a supportive, in-house co-operation and strategy enhancing control and reward element to compensation. The scheme will support and develop the Company's profitability and operating conditions. The target group for the new bonus scheme is comprised of five different personnel groups: 1) personnel working on Destia's projects, 2) Project Managers, 3) support function personnel and business unit support personnel 4) Unit directors and 5) Directors in Business Units.

On 30 October 2014, Destia's Board of Directors decided to introduce a new long term incentive program for years 2014-2018 with an intention to engage certain key employees and to offer a competitive remuneration for them. The terms and participants of the long term incentive program are decided by the Board of Directors. There are approximately 75 persons included in the program. Earning period is 2014-2018 and earning criteria is an increase in the Company's value. Earning criteria are same for all program participants. The criteria are defined on group level and they are different from the ones in the annual bonus scheme. The earned incentive shall be paid as monetary reward during 2019 at the latest.

The Group Human Resources function is responsible for the remuneration system and its functions. The Management Team's salaries and remuneration are approved by the Board of Direc-

tors on the basis of preparations made by the HR Committee.

Remuneration of the President and CEO

The executive agreement between the Company and President and CEO, in which the remuneration principles are agreed, was signed on 2 December 2014.

Salary and benefits of President and CEO were altogether EUR 453,840 between 1 January and 31 December 2015. Based on 2014 bonus scheme President and CEO has been paid EUR 142,380 and based on 2015 bonus scheme he shall be paid EUR 208,747.

The aggregate remuneration of President and CEO consists of fixed monthly salary, annual variable bonus reward and long term incentive reward. Annual bonus reward is 60 per cent of fixed annual salary at maximum.

Annual bonus scheme 2016 criteria for President and CEO are based on group level financial targets (95 per cent) and occupational safety targets (5 per cent). Long term incentive criteria for President and CEO correspond to the ones described above in respect of the current long term incentive program.

The retirement age of President and CEO is 63 years according to his executive agreement. Pension is based on Employees Pensions Act and additional pension insurance taken by the Company. Annual premium of the additional pension insurance was EUR 129,672 during 2015.

Term of notice of President and CEO executive agreement is 12 months for both parties. In case the Company terminates the agreement, President and CEO is entitled to receive compensation corresponding to 12 months' salary in addition to 12 months' salary paid during the notice period.

The Company has taken accident, life, travel and medical expense insurances for President and CEO, amounting altogether EUR 23,628 for 2015. Beside that the Company pays his ADSL connection with annual fee of EUR 370.60 during 2015.

Compensation for other management

The aggregate remuneration of the members of the Group Management Team consists of fixed monthly salary, annual variable bonus reward and long term incentive reward. Annual bonus reward of each Management Team member corresponds to his/her five (5) months' salary at maximum.

Salary and benefits of the Management Team members were altogether EUR 1,045,080 during 2015. Based on 2014 bonus scheme the Management Team members have been paid EUR 137,386 and based on 2015 bonus scheme they shall be paid altogether EUR 152,000.

One member of the Management Team has additional pension insurance corresponding to the one President and CEO has. Annual premium thereof was EUR 50,472 during 2015.

KEY ELEMENTS OF INTERNAL CONTROL AND RISK MANAGEMENT SYSTEMS RELATED TO FINANCIAL REPORTING PROCESSES

In accordance with the Limited Liability Companies Act, the Board of Directors ensures that accounting and asset management are properly controlled. The President and CEO ensures that company accounting is in compliance with the legislation and asset management is handled reliably. Group management ensures that applicable legislation and decisions made by the Board are observed in everyday Group operations and that the Group's risk management is handled in a suitable manner.

Internal control

Internal control is an integral part of the Group's corporate governance system. The Destia Board of Directors and its Audit Committee supervise and control the efficiency of the internal control process, internal auditing and risk management at the highest level. The practical implementation and daily management of internal control are the responsibility of the Group's operative management. Internal control is part of the daily operations and is based on Destia's values, processes, practices, specifications and guidelines as well as its financial

reporting system. Internal control is an integral part of Destia's business processes as well as the steering, risk management and supervision of business operations. The objective of internal control is to ensure the reliability of Group financial reporting, the efficiency and performance of operations, and compliance with applicable legislation and other regulations. It is also to ensure that Destia's asset management is handled in a reliable manner.

Destia has specified an internal control frame of reference, which is based on the internationally approved COSO internal control model.

Destia has a set of ethical guidelines, which were approved by its Board of Directors at the beginning of 2010. The Group's set of internal decision-making and approval guidelines is clearly defined, and is part of Destia Group's Charter. The operating models and processes described in the Destia operating system contain guidelines related to business operations. The organizational structure of Destia is supporting internal control. Destia's centralized functions are implementing controls within their responsibility areas. Destia's personnel have role based descriptions describing responsibilities in more details. Internal control point of view has also been taken into account when differentiating roles and defining their responsibilities.

Control measures are specified for business processes, which are controlled by the process stakeholders and operative management. In addition to this, proactive automatic control measures are also included in Group systems.

The Group's finance department is primarily responsible for the financial reporting control process. Control is enhanced by business-specific control responsibilities. Alongside laws and other regulations, generally accepted accounting principles and other company related directives are observed in financial reporting. The objective is to ensure that the Group's financial reporting is done in a reliable manner and that the Company's published financial reports provide essential, accurate information on the financial situation of the Group. For the purpose of financial reporting, Destia has an operative re-

porting system, according to which comprehensive data on the Group's financial status and its development is generated on a monthly basis for use by management. Information is delivered on a regular basis to Destia's Board of Directors and its Audit Committee, as well as to the operative management of the operational business units.

The Group's financial management and operational controls are supported and co-ordinated by the Group's financial administration and Controller function. Guidelines for financial reporting are complied with in the Group financial reporting process. Destia financial reporting process is comprised of internal and external accounting. Internal accounting focuses on the monitoring, forecasting and analysis of Group result development, while external accounting and reporting is based on Destia's application of EU-approved IFRS accounting standards. The Annual Report and Group parent company financial statements are prepared in accordance with the Finnish Accounting Act as well as Accounting Standards Board guidelines and statements.

Internal auditing

There is an independent internal audit at Destia, reporting to the President and CEO and Audit Committee. The internal audit supports the fulfilment of the supervision obligation of the Board of Directors. The Board of Directors has approved the internal audit charter. Destia's internal audit function assists the management in implementing and developing the internal control process and risk management, in addition to supporting the organisation in achieving its objectives. The internal audit function adheres to international professional standards and operates in co-operation with auditors.

Risk management

Risk management is an essential part of the Group's corporate governance. The objective of Destia's risk management is to prevent factors which, if realised, would endanger the achievement of business goals, as well as to strengthen elements that have a supportive impact on business operations. As

the highest-level party responsible for risk management, Destia's Board of Directors has approved the risk management policy in which the principles for risk management are defined. Assisted by Destia's Management Team, the President and CEO is responsible for the Group's risk management as a whole and monitors the same.

Risk management is included as part of Destia's strategy process. The major risks related to strategy implementation are identified and evaluated as part of the strategy work. Responsibilities and measures are assigned to major risks in order to control them. Destia's major risks and risk chart, which includes risk management actions and responsibilities, is handled by the Company's Board of Directors at least once a year. Destia's major risks are monitored and risk chart is re-evaluated based on identified changes and reported to the Audit Committee at least once every six months. Changes in the risk chart are reported to the Board of Directors.

Operational business unit directors identify the risks encountered in their respective business operations as well as plan and mitigate them. The operational business units report their most significant risks to the President and CEO as part of the monthly reporting.

Project managers are responsible for the risk management of their projects' tendering and implementation phase in accordance with project management procedures. Project-based risk management covers all key phases of the project. In each phase, risks are identified, their significance is assessed, and measures, responsibilities and schedules are agreed upon. The impact of risks on the achievement of financial objectives is addressed on a monthly basis in connection with project reporting.

Management of Destia's financing risks is outlined in a Finance Policy separately approved by the Board of Directors. A summary of measures taken to protect the Company against financing risks is prepared on a quarterly basis. In accordance with the Finance Policy, management of the Group's financing risks comprehends protective measures

against risks involving liquidity, currency, interest, counterparties, credit and commodities.

Destia classifies risks as market and operating environment risks, operational risks and damage risks as well as economical and financial risks.

RELATED PARTIES

Destia has defined its related party relationships for the financial statements 2015. Destia has evaluated and monitored transactions concluded between the company and its related parties and ensured that any conflict of interest have been taken into account appropriately in the decision-making process of the company. In the inspection conducted for financial year 2015 no transactions that would be material to the company or deviate from the company's normal business operations were found, transactions not made on market equivalent terms were either found.

INSIDER ADMINISTRATION

Destia Group Plc Bond was listed on Helsinki stock on 17 June 2015 (Nasdaq Helsinki Ltd.). Accordingly a company-specific insider register was established insiders being in accordance with the Securities Market Act the members of the Board, the CEO and auditor with main responsibility. Destia has furthermore established that insiders are in addition to the above mentioned among others the members of the Management Team. Destia's company-specific insider register is non-public and the information about insiders is therefore not published on Destia's website.

Destia's Board of Directors has approved Destia's insider guidelines, which contain guidelines for permanent and project-specific insiders as well as the organisation and procedures of the company's insider controls. These guidelines comply with the Nasdaq Helsinki Guidelines for Insiders of Listed Companies. Destia's insider guidelines have been distributed to all insiders. Destia's insider administration as well as the main principles of restrictions and regulations applying to insiders are described in these guidelines.

The Legal Affairs monitors the compliance with the insider guidelines and maintains the insider register. Destia's silent period starts after each quarter ends, and lasts until the publication of the financial statements release or the interim report. During this period the insiders are not allowed to trade with Destia Group Plc Bond securities.

EXTERNAL AUDIT

In accordance with the Company's Articles of Association, the Company has one auditor, which should be an auditing firm approved by the Central Chamber of Commerce. The term of the auditor is one financial year, ending at the conclusion of the following Annual General Meeting.

The Audit Committee prepares the Board proposal for company auditor to be presented at the General Meeting. The General Meeting appoints the auditor.

The Company auditors report to the Company Board of Directors, the Audit Committee and the President and CEO at least twice during the year. The auditors provide the Company's shareholder with the statutory audit report required by law in connection with the annual financial statements at the Annual General Meeting.

KPMG Oy Ab was appointed as the auditor for 2015 in the Annual General Meeting, with Virpi Halonen (Authorized Public Accountant) serving as auditor with principal responsibility. The compensation paid to the auditors is itemised in the Financial Statements 2015.

BOARD OF DIRECTORS

ARTO RÄTY

born 1955
Member of the Board 1 Jul 2014–
and Chair 17 Mar 2015–,
Chair of HR Committee
and Member of Advisory
Committee
Not independent of the
company nor the shareholder
Lieutenant General
(not active duty)



Key working experience

Fortum Corporation: Senior Vice President, Corporate Affairs and Communications 29 Feb 2016–; Ministry of Defence, Finland: Permanent Secretary 2011–2015; Defence Command, Operations: Deputy Chief of Staff 2009–2010; Army Command: Chief of Staff 2008–2009; Ministry of Defence, National Defence Policy Unit: Director 2004–2008; National Defence Courses: Director 2003–2004; Pori Brigade (MecBde): Commander 2000–2002; KFOR, Kosovo, Finnish Battalion: Commander 2000; Defence Staff, International Division: Deputy Chief of Division 1997–2000; NATO HQ, SHAPE PCC: Assistant Military Attaché and NATO Liaison Officer 1994–1997; Defence Staff, Operations Division: Senior Staff Officer 1992–1994

Key positions of trust

Destia Group Oyj: Vice Chairman 1 Jul 2014–17 Mar 2015; Destia Ltd: Vice Chairman 1 Jul 2014–2 Dec 2014; AC Cleantech Growth Fund I: Member of the Board 2010–; National Defence Foundation: Member of the Board 2011–; Urlus Foundation: Member of the Board 2011–; National Emergency Supply Council: Member of the Board 2011–; STRATU: Finnish Foundation for the Support of Strategic Research: Member of the Board 2011–; VITAKO: Society for Viipuri School of Economics: Member of the Board 2012–

MARCUS AHLSTRÖM

born 1982
Member of the Board 17 Mar 2015–, Member of the Audit
Committee
Independent of the company
and the shareholder
M.Sc. (Econ.)



Key working experience

Finnlines Plc: Business Controller 2013–; EY Oy (former Ernst & Young Oy): Senior analyst, Transaction advisory services (TAS) 2011–2013; Assurance services, Senior assistant 2010–2011 and Auditor assistant 2007–2010

Key positions of trust

Antti Ahlström Perilliset Oy: Member of Supervisory board 2014–; Zeropoint Oy: Member of the Board 2014–; GD Promotions: Member of the Board 2012–; Nyland nations reservofficerare r.f: Member of the Board 2004–2007 and Chairman of the Board 2005–2007

JACOB AF FORSELLES

born 1973
Member of the Board
1 Jul 2014–,
Member of HR Committee,
Member of Audit Committee
Independent of the company
but not independent of the
shareholder
M.Sc. (Econ.), LL.M



Key working experience

Ahlström Capital Oy: Acting CEO 1 Nov 2015–31 Jan 2016; Ahlström Capital Oy: Chief Investment Officer 2015–; Ahlström Capital Oy: Investment Director, Head of Industrial Investments 2008–2014; Viola Capital Ltd: Partner 2006–2008; Mandatum & Co Ltd: Partner 2003–2005; Mandatum & Co Ltd: Associate Director 2002–2005; Mandatum & Co Ltd: Analyst 1998–2002; CapMan Capital Management Ltd: Investment Analyst 1998

Key positions of trust

A. Ahlström Kiinteistöt Oy: Chairman of the Board 2 Nov 2015–; Destia Ltd: Member of the Board 1 Jul 2014–2 Dec 2014; AC Cleantech Management Ltd: Member of the Board 23 Apr 2012–29 Oct 2015 and Chairman of the Board 30 Oct 2015–; Life Annuity Institution Hereditas: Member of the Board 01/2010–; Enics AG: Member of the Board 22 Oct 2015–

MATTI MANTERE

born 1945
Member of the Board
1 Jul 2014–, Member of HR
Committee and Member of
Advisory Committee
Independent of the company
and the shareholder
M.Sc. (Eng.)



Key working experience

Lemminkäinen Group: Senior Adviser 2009–31 Jan 2010; Lemminkäinen Group: numerous positions 1975–2010; Lemcon Oy: Managing Director 1991–2008, retired 2009

Key positions of trust

Deep Lead Oy: Member of the Board 2008–2012
Chairman of the Board 2012–2015; Destia Ltd: Member of the Board 1 Feb 2010–2 Dec 2014; Eera Oy: Senior Adviser 2010–; Tahko-Chalet Oy: Member of the Board 2010–; ManMax Oy: Member of the Board 2010–; Fenestra Oy: Member of the Board 2007–2009; Security of Supply / Confederation of Finnish Construction Industries RT / Construction pool committee, Member 2000–2006 and Chairman 2006–2010; Confederation of Finnish Industries (EK): Economic policy committee member 2005–2007; Several foreign subsidiaries of Lemminkäinen Oyj: Chairman & Member 1992–2009; Confederation of Finnish Construction Industries RT International committee: Chairman 1996–1999; Finnish-Russian construction technology transfer committee: Chairman 1995–1997

PANU ROUTILA

born 1964
Member of the Board 1 Jul 2014–
Vice-Chair of the Board
Independent of the company
and the shareholder
M.Sc. (Econ.)



Key working experience

Konecranes Plc: President and CEO 1 Nov 2015–; Ahlström Capital Oy: President and CEO 2008–31 Oct 2015; Kuusakoski Group, Alteams Oy: CEO 2002–2007; Outokumpu Group, Drawn Copper Products: Director 1997–2001; Outokumpu Group, Drawn Copper Products: Controller 1995–1997; Partek Morin SA: CFO 1992–1995; Partek Concrete International: Controller 1991–1992; Partek Group: various Manager positions 1986–1991; Nokia Oy: Systems analyst 1985–1986

Key positions of trust

Destia Group Oyj: Chairman of the Board 1 Jul 2014–17 Mar 2015; Destia Ltd: Chairman of the Board 1 Jul 2014–2 Dec 2014; Ahlstrom Corporation: Member of the Board 25 Mar 2014–26 Jan 2015, Chairman of the Board 26 Jan 2015–; ÅR Packaging Group AB: Member of the Board 25 Aug 2011–24 Jun 2014; Vice Chairman 24 Jun 2014–31 Oct 2015; AC Cleantech Management Oy: Chairman of the Board 18 Jun 2010–31 Oct 2015; Enics AG: Member of the Board 23 Apr 2009–22 Apr 2010, Chairman of the Board 22 Apr 2010–; Vacon Oyj: Member of the Board 23 Mar 2010–27 Mar 2013, Chairman of the Board 27 Mar 2010–12 Jan 2015; Ripasso Energy AB: Member of the Board 7 Dec 2009–31 Oct 2015

TERO TELARANTA

s.1971
Member of the Board 30 Sep 2015–, Member of HR
Committee
Independent of the company
but not independent of the
shareholder
M.Sc. (Eng.), M.Sc. (Econ.)



Key working experience

Ahlström Capital Oy: Director, Industrial investments 2015–; Corob: CEO 2013–2015; CPS Color: EVP, equipment 2012–2013; Cargotec Corporation: SVP, Tail Lifts 2008–2012; Cargotec Corporation: SVP, Corporate Development 2007–2008; Cargotec Corporation: VP, Corporate Development 2006–2007; Bain & Company: Manager 1998–2006

Key positions of trust

ÅR Packaging Group AB: Member of the Board 1 Oct 2015–

SOLVEIG TÖRNROOS-HUHTAMÄKI

Member of the Board
1 Jul 2014–, Chair of Audit
Committee
Independent of the company
and the shareholder
M.Sc. (Econ.), former
Authorised Public Accountant
in Finland and Sweden



Key working experience

KPMG Oy Ab: Authorised Public Accountant 1986–31 March 2010. Experience of managing audits of listed companies and international and other large companies; KPMG Oy Ab: Partner 1989–2009, Member of Management Board 1991–2002, Partner in charge of Audit Quality and Risk Management 1991–1995, Head of Helsinki's audit groups 1995–1997, Head of a business segment 1997–2001; Price Waterhouse Oy: Auditor 1979–1986

Key positions of trust

Finnish Hospital Clowns Association: Member of the Board Apr 2015–; The business department of the Finnish Forest Centre's business unit OTSO: Member 9 Dec 2014–; Chair of Audit Committee Feb 2015–; Talvivaaran Kaivososakeyhtiö Oyj: Member of the Board 12 Jun 2014–; Chair of Audit Committee Jun 2015–; Destia Ltd: Member of the Board 2 Dec 2009–2 Dec 2014; Vice Chairman Mar 2014–Jun 2014; KPMG Oy Ab: Member of the Board 2002–2006, Chairman of the risk management steering committee 2003–2006

MANAGEMENT TEAM 1 JAN 2016

HANNU LEINONEN

born 1962
President and CEO,
2009–
Chairman of Group
Management Team, 2009–
M.Sc. (Eng.)



Key working experience

YIT Corporation: President and CEO 2006–2008; YIT Primatel Ltd: President 2001–2005; Sonera Telecom: Director 1999–2001; Sonera Oyj: Director, Network Services 1996–1999; Skanska Oy: Procurement Manager 1994–1996; Haka Oy: Procurement Manager 1992–1994

Key positions of trust

Ilmarinen: Member of the Board 13 Nov 2012–; Ilmarinen: Member of the Supervisory Board 17 Apr–13 Nov 2012; Onninen Oy: Member of the Board 2010–; SRV-Yhtiöt Oyj: Member of the Board 2009

LAURA AHOKAS

born 1970
Executive Vice President,
Human Resources 2012–,
Member of Management
Team 2012, 2016–
Member of Extended Man-
agement Team / Develop-
ment Team 2013–2015
M.Sc. (Econ.)



Key working experience

Ramirent Finland Oy: HR Manager 2007–2011; GE Healthcare: HR Manager 2005–2007

HEIDI ERHA

born 1981
Executive Vice President,
Consulting Services 2016–,
Executive Vice President,
Business Development and
Operational Excellence
2015–, Member of Manage-
ment Team 2016–
Process Owner, Customer
Process, 2015–
M.Sc. (Econ.)



Key working experience

Destia Ltd: Development Manager, Customer Process and Strategic Planning 2014; Destia Ltd: Development Manager, Sales support 2008–2013; VTT: Business

Developer 2006–2008; Mercantile Ltd.: Marketing co-ordinator 2005–2006

MINNA HEINONEN

born 1967
Executive Vice President,
Southern Finland 2015–,
Member of Management
Team since 2011–
LL.M.



Key working experience

Destia Ltd: Executive Vice President, Special Construction 2013–2014; Destia Ltd: Executive Vice President, Rock since 2011–2012; Destia Ltd: Unit Director, Aggregates 2009–2010; Destia Ltd: Legal Counsel 2008; The Finnish Road Enterprise: Legal Counsel 2001–2007

PASI KAILASALO

born 1971
Executive Vice President, East-
ern Finland 2011–, Member of
Management Team since 2011–,
Process Owner, Construction
Services 2013–
M.Sc. (Eng.); MEng.



Key working experience

Destia Ltd: Project Manager, Infra Construction, Eastern Finland 2008–2010; The Finnish Road Enterprise: Project Manager, RES / Special Construction 2004–2008; Elisa Oyj / Oy Radiolinja Ab: Manager 2001–2004; Rakennus Oy Lemminkäinen: Site Manager 1994–2001

KIMMO LAAKSOLA

born 1954
Personnel Representative in
the Management Team 1 Jul
2011–31 Dec 2013, 2016–
Full-time Steward since 2010
Master Builder



Key working experience

Destia Ltd: Manager, Work Welfare 2010; Destia Ltd: Development Manager 2008–2009; The Finnish National Road Enterprise: Full-time Steward 2002–2008; The Finnish National Road Enterprise: HR Consultant, Southern Finland 2001; The Finnish National Road Administration, Production: Manager, Guidance System 1997–2000; The Finnish National Road Admin-

istration: Various Planning and Construction tasks 1982–1996

AKI MARKKOLA

born 1966
General Counsel 2010–
Member of Management
Team 2010–2012, 2016–
Member of Extended Man-
agement Team / Develop-
ment Team 2013–2015
LL.M.



Key working experience

EADS Secure Networks Oy: Senior Legal Counsel 2006–2010; Raisio Plc: Legal Counsel 2001–2006; Wärtsilä Finland Oy: Legal Counsel 2000–2001; Finnish Defence Forces: Legal Advisor 1998–2000; Kemijoki Oy: Legal Affairs 1992–1997

PIRKKO SALMINEN

born 1957
CFO 2008–
Member of Management
Team 2007–
M.Sc. (Econ.)



Key working experience

The Finnish Road Enterprise: CFO 2007; Gutta Oy: Manager 2006–2007; Citycon Oyj: CFO 2003–2005; Stockmann plc: Treasurer 1995–2003; Ahlcorp Oy: Treasurer Manager 1992–1995

Key positions of trust

Finavia Oyj: Member of the Board and Chairman of Audit Committee 2012–16 Dec 2015

MARKO VASENIUS

born 1972
Executive Vice President,
Western Finland 2013–
Member of Management
Team 2011–
MEng.



Key working experience

Destia Ltd: Executive Vice President, South Western Finland 2011–2012; Destia Ltd: Unit Director, Infra Maintenance, Southern Finland 2008–2010; The Finnish Road Enterprise: Unit Manager, Häme 2005–2008; The Finnish Road Enterprise: Controller, Southern Finland 2002–2005; The Finnish Road Enterprise: Operations Planner, Tampere Unit 2001–2002;

The Finnish Road Enterprise: Engineer, Tampere Unit 1998–2001

TIMO VIKSTRÖM

born 1968
Executive Vice President,
Corporate Planning, 2016–
Member of Management
Team, 2016–
B.Sc (eng.), eMBA



Key working experience

Destia Group Plc: Senior Vice President, M&A 2015; Lemminkäinen Plc: Executive Vice President and Member of Group's Executive Team, Director Scandinavia 2013–2014 and CEO Lemminkäinen Sverige AB 2014; Lemminkäinen International Ltd: CEO Lemminkäinen Norge AS 2013; Lemminkäinen International Ltd: Senior Vice President, Paving in International operations 2011–2012; Lemminkäinen Infra Ltd: Director, Paving Domestic and International operations 2009–2010; Lemminkäinen Infra Ltd: Development director and manager 2005–2008; Lemcon Ltd: Design and project manager 2001–2004; Finnish Road Administration: Owner of the procurement process, Procuring authority 1997–1998 and 1999–2001; Swedish Road Administration: Project Manager 1998; Finnish Road Administration: Project and Site Manager 1990–1996

SEPPO YLITAPIO

born 1973
Executive Vice President,
Northern Finland 2013–
Member of Management
Team 2011–,
Process Owner, Maintenance
Services 2013–
MEng.



Key working experience

Destia Ltd: Executive Vice President, Western Finland and Cap of the North 2012; Destia Ltd: Executive Vice President, Western Finland 2011; Destia Ltd: Unit Director, Infra Maintenance, Northern Finland 2008–2010; The Finnish Road Enterprise: Manager, Winter Maintenance Management Centre / Operations Planner 2007–2008; The Finnish Road Enterprise: Senior Advisor, Winter Maintenance Management Centre / Site Manager 2005–2007; The Finnish Road Enterprise: Project Manager, Consulting Services, Geo Survey Services 2001–2005