



*Approved by the Board of Directors on 27 February 2018*

## HYPO GROUP

### 2017 Corporate Governance Statement

Although The Mortgage Society of Finland (hereinafter "Hypo") issues bonds that are traded publicly, it must comply with many of the regulations concerning listed companies. Hypo adheres to the Finnish Corporate Governance Code issued by the Securities Market Association and which came into effect on 1.1.2016 (hereinafter "the Code").

The Code in Finnish is available in Finnish at <https://cgfinland.fi/wp-content/uploads/sites/6/2015/10/hallinnointikoodi2015finweb1.pdf>. This Corporate Governance Statement concerning Hypo Group is based on the reporting regulation of the Code and is available on Hypo's website at [www.hypo.fi/en/about-hypo](http://www.hypo.fi/en/about-hypo).

Due to its specific company form, a mortgage society, Hypo as a mutual company deviates from publicly listed companies by its governance structure. Hypo is a mutual company owned by its members i.e. its lenders. Hypo does not have or issue shares, and individual members do not have any claim on the society's assets or profits. The special legislation (Act on Mortgage Societies 8.12.1978/936) triggers several exemptions from the Code. The Board of Directors has made a decision on 29 February 2016 on compliance with the Code as well as on the exemptions from it. There are altogether 10 exemptions of which 8 are based on special legislation and two on bylaws. The exemptions are:

BASIS	BASIS	CONTENT OF THE EXEMPTION
Recommendation 1: convocation of a general meeting and proposals	Act on Mortgage Societies 16 § ja 18 §	The Annual Meeting selects the members of the Supervisory Board + decides on their remunerations The Supervisory Board selects the Board of Directors and decides on their remunerations
Recommendation 5: Election of the Board	Act on Mortgage Societies 16 § ja 18 §	The Annual Meeting selects the members of the Supervisory Board + decides on their remunerations

		The Supervisory Board selects the Board of Directors and decides on their remunerations
Recommendation 6: Term of the Board	Act on Mortgage Societies 18 §, By-laws 18 §	The Supervisory Board selects the Board of Directors, the term according to the Code is one year
Recommendation 10: Independence of the members of the Board of Directors	Act on Mortgage Societies 19 §	The CEO and his deputy are the members of the Board
Recommendation 15: Selection of the members of the Committees	Act on Mortgage Societies 18 §, By-laws 16 §, 17 §	Selection of the members in accordance with the procedure pursuant to laws and regulations, partly by operation of law
Recommendation 17: Compensation Committee	Bylaws 17 §, Act on Mortgage Societies 18 §	Selection of the members in accordance with the procedure pursuant to laws and regulations, partly by operation of law
Recommendation 18a: Nomination Committee	Bylaws 16 §	Consists of the members of the both Supervisory Board and Board of Directors
Recommendation 18 b: Nomination Committee of the shareholders	Act on Mortgage Societies 16 § ja 18 §	It is for the Supervisory Board to choose the Board of Directors A Member can make a nomination for a member of the Supervisory Board in accordance with the procedure pursuant to laws and regulations,
Recommendation 19: Terms of the service relationship of the CEO	Act on Mortgage Societies 18 §	Terms of the service relationship set out in written, however, the terms are approved by the Supervisory Board instead of the Board of Directors
Recommendation 22: Decision making concerning the remuneration	Act on Mortgage Societies 18 §	The Supervisory Board decides on the remuneration of the Board of Directors

During 2016, an amendment to the bylaws of Hypo was made in order to enable the issuance of covered bonds as a funding operation.

The following information on corporate governance of Hypo concern its operations in 2017.

## General Meeting

The General Meeting of Hypo is being held each year by the end of April at a date determined by the Board of Directors. The notice to convene the meeting is published in at least one nationwide newspaper, in Official Gazette (in Finnish: Virallinen lehti) and on the website of Hypo no later than two weeks prior to the meeting. In 2017, the General Meeting was held on 30 March 2017.

Members of Hypo that do not have any unpaid amounts due are entitled to participate in the meeting. Members who have registered to the meeting in due time have a right to vote.

It is for the Annual Meeting to:

- deal with the annual accounts for the previous financial period, the statement of the Supervisory Board and the auditors' report;
- confirm the annual accounts for the previous financial period and to decide on the use of the annual profit or the measures called for by the loss in accordance with the confirmed annual accounts;
- grant discharge from liability to the Board of Directors and others liable to render accounts or to decide on the measures to be taken if discharge from liability is not granted;
- decide on the remunerations payable to the members of the Supervisory Board and the auditors of Hypo on the basis of the proposal of the Remuneration Committee of Hypo;
- decide on the number of the members of the Supervisory Board and elect them from among the members appointed by the members. A proposal regarding the members of the Supervisory Board is made by the Nomination Committee of Hypo having regard to the general and specific qualification and independence requirements imposed on the members of the Supervisory Board;
- elect for each financial period for the audit of the books and annual accounts and management of Hypo and audit firm or two auditors with deputies who are auditors or audit firms approved by the Finnish Central Chamber of Commerce; and
- handle any other topics raised by the members of the Board of Directors or Hypo.

## Supervisory Board

### Duties

The Supervisory Board ensures that Hypo is governed with appropriate caution and care and in compliance with laws and regulations and the decisions made by the General Meeting and the Supervisory Board.

The Supervisory Board and its inspectors monitor financial reporting, internal auditing, risk management and auditing of the accounts. They also evaluate the auditor's independence and the quality of non-audit services. Twice a year, the inspectors examine the management and administration of Hypo's cash balance, liquidity, securities, obligations and loan and collateral documents.

The Supervisory Board shall especially:

- handle the duties prescribed in the Act on Mortgage Societies as the duties of the Supervisory Board;
- determine the number of members of the Board of Directors and to elect and discharge them from liability; a proposal regarding the board members is made by the Nomination Committee of Hypo having regard to the general and specific qualification and independence requirements imposed on the board members;
- decide on the remuneration payable to the members of the Board of Directors on the basis of the proposal of the Remuneration Committee of Hypo;
- elect and discharge the CEO and the director acting as his deputy at the proposal of the Nomination Committee of Hypo and decide on the remuneration payable to them at the proposal of the Remuneration Committee of Hypo;
- elect and discharge other directors from liability and decide on the remuneration payable to them to the extent that the Supervisory Board has not delegated the task to the Board of Directors or to the management appointed by it;
- confirm the instructions on how the administration of the branches should be arranged;
- confirm the general terms to be observed in lending ;
- confirm the general terms to be observed in funding;
- have the inspectors elected by it to perform an audit of the cash, books, securities and liabilities as well as on the loan and collateral documents and the management and administration of liquidity of Hypo at least twice annually;
- confirm the principles applied to the annual accounts with special regard to the proper and prudent valuation of the funds as well as confirm the annual accounts for submission to the General Meeting of Hypo;
- confirm the agenda of the Nomination Committee and Remuneration Committee of Hypo; and
- decide on the establishment and closing of a branch, and see that the branches are appropriately inspected.

### Composition

The Supervisory Board must consist of at least 12 and at most 18 members. The members are appointed by the General Meeting on a proposal from the Nomination Committee for a maximum term of three years. The members of the Supervisory Board must be voting members of Hypo.

## Members of the Supervisory Board 2017

Markku Koskela (b. 1949), Chair, D.Sc. (Econ.), Professor, present at 4/4 meetings  
Hannu Hokka (b. 1960), Vice Chair, M.S.c (Econ.), Managing Director, present at 3/4 meetings  
Timo Aro (b. 1967), D.Soc.Sc., present at 2/3 meetings. Member of the Supervisory Board since 30 March 2017  
Elina Bergroth (b. 1965), MA., Lecturer, present at 0/4 meetings  
Mikael Englund (b. 1955), M.Sc. (Tech.), MBA, Managing Director, present at 4/4 meetings  
Markus Heino (b. 1965), LL.M. (Trained on the bench), Managing Director, present at 3/4 meetings  
Timo Hietanen (b. 1958), M.Sc. (Econ.), Deputy Managing Director, present at 4/4 meetings  
Kari Joutsa (b. 1948), LL.M. (Trained on the bench), present at 4/4 meetings  
Timo Kaisanlahti (b. 1960), LLD, M.Sc. (Econ.), Director, present at 3/4 meetings  
Markku Koskinen (b. 1947), Construction Engineer, Consultant, present at 2/4 meetings  
Juha Metsälä (b. 1967), M.Sc. (Tech.), President and CEO, present at 3/4 meetings.  
Elias Oikarinen (b. 1973), D.Sc. (Econ.), Academy Research Fellow, Adjunct Professor, present at 2/4 meetings  
Kallepekka Osara (b. 1965), Agrologist, Farmer, present at 4/4 meetings  
Anni Sinnemäki (b. 1975), BA, Deputy Mayor, present at 3/4 meetings  
Liisa Suvikumpu (b. 1975), PhD, Managing Director, present at 4/4 meetings  
Mari Vaattovaara (b. 1967), PhD, Professor of Urban Geography, Vice Dean, present at 1/4 meetings  
Riitta Vahela-Kohonen (b. 1956), MA, Development Manager, present at 2/4 meetings  
Ira van der Pals (b. 1972), M.Sc. (Econ.), Chief Investment Officer, present at 3/4 meetings

## Inspectors of the Supervisory Board 2017

Markku Koskela, Chair, D.Sc. (Econ.), Professor  
Hannu Hokka, Vice Chair, M.S.c (Econ.), Managing Director  
Timo Hietanen, M.Sc. (Econ.), Deputy Managing Director (until the 29 March 2017)  
Kari Joutsa, LL.M. (Trained on the bench) (until 29 March 2017)  
Markku Koskinen (b.1947), Construction Engineer, Consultant (since 30 March 2017)  
Elias Oikarinen, D.Sc. (Econ.), Academy Research Fellow, Adjunct Professor (since 30 March 2017)

## Deputy Inspectors of the Supervisory Board 2017

Markku Koskinen, Construction Engineer, Consultant (until 29 March 2017)  
Elias Oikarinen, D.Sc. (Econ.), Academy Research Fellow, Adjunct Professor (until 29 March 2017)

Juha Metsälä, M.Sc. (Tech.), President and CEO (since 30 March 2017)  
Kallepekka Osara, Agrologist, Farmer (since 30 March 2017)

## Operation

The Supervisory Board elects among them a chair and a vice chair as well as the inspectors for the Supervisory Board for a term of one year.

The Supervisory Board assembles annually in February, in March and in August and holds additional meeting when necessary. In 2017, the Supervisory Board assembled three times and held one additional meeting in May.

## Remunerations

The General Meeting decides on the remunerations of the Supervisory Board on a proposal from the Compensation Committee. A total compensation, which consists of annual remuneration paid in cash and an amount equivalent to the remuneration paid in cash as insurance premiums to the defined contribution-based Department M of Hypo's pension foundation, is paid to the members of the Supervisory Board. In addition, a meeting allowance based on attendances at the meetings is paid to the inspectors of the Supervisory Board.

## **Committees of Hypo**

### Nomination Committee

The Nomination Committee prepares a proposal for the General Meeting on the members to be selected to the Supervisory Board. It also prepares a proposal for the Supervisory Board on the members of the Board of Directors and on the selection of the CEO and his deputy. The Nomination Committee of Hypo consists of the chair and vice chair of the Supervisory Board and the chair and vice chair of the Board of Directors. In addition, the CEO or his deputy attends the meetings of the Nomination Committee as a preparer and presenter of matters. The Supervisory Board approves the rules of procedure of the Nomination Committee. The General Meeting decides on the basis for remunerations. A meeting allowance is paid for the meetings of the Nomination Committee.

### Members of the Nomination Committee as of 30 March 2017

Markku Koskela, Chair, D.Sc. (Econ.), Professor  
Sari Lounasmeri, Vice Chair, M.Sc. (Econ.), Managing Director  
Harri Hiltunen, M.Sc. (Econ.), Managing Director,  
Hannu Hokka, M.Sc. (Econ.), Managing Director

In 2017, the Nomination Committee held one actual meeting in which all the members of the committee were present.

## Remuneration Committee

The Remuneration Committee prepares a proposal for the General Meeting on the remunerations payable to the members of the Supervisory Board and to the inspectors. It also prepares a proposal for the Supervisory Board on the fees paid to the members of the Board of Directors. The Compensation Committee of Hypo consists of the chair, vice chair and inspectors of the Supervisory Board. The Compensation Committee's agenda must be confirmed by the Supervisory Board. The General Meeting decides on the basis for remunerations. No meeting allowances are paid for the meetings of the Compensation Committee.

## Members of the Compensation Committee as of 30 March 2017

Markku Koskela, Chair, D.Sc. (Econ.), Professor  
Hannu Hokka, Vice Chair, M.Sc. (Econ.), Managing Director  
Markku Koskinen, Construction Engineer, Consultant  
Elias Oikarinen, D.Sc. (Econ.), Academy Research Fellow, Adjunct Professor

In 2017, the Compensation Committee held one meeting in which all the members of the committee were present.

## **Board of Directors**

### Duties

The Board of Directors governs Hypo in compliance with laws and regulations and the decisions and guidelines issued by the General Meeting and the Supervisory Board.

The Board of Directors does not have a separate audit committee as the Board performs the functions of the audit committee. Inspectors of the Supervisory Board contribute to the task.

The Board of Directors shall see to the duties assigned to a board in the Finnish Act on Credit Institutions and in the Act on Mortgage Societies, and it shall, in particular:

- confirm the mission, vision, values, ethical code and strategy of Hypo and constantly ensure that they are up to date;
- approve an annual action plan and budget on the basis of the strategy and observe that they are implemented;
- decide on the budget and on strategically important investments and transactions;
- approve the group's organizational structure, composition of the Management Group and the charter of Hypo;
- see to the appropriate arrangement of the governance and operations of Hypo;
- see to the appropriate arrangement of the bookkeeping and finances of Hypo;



- approve the general terms concerning the operation of Hypo as well as the allocation of duties between the CEO and members of the Board of Directors and their right to represent Hypo;
- prepare the rules of procedure for the Nomination and Remuneration Committees and submit them to the Supervisory Board for confirmation;
- approve the rules of procedure of the Board of Director's Risk Committee;
- prepare the general terms to be observed in lending and submit them to the Supervisory Board for confirmation;
- prepare the general terms to be observed in funding and submit them to the Supervisory Board for confirmation;
- guide and oversee the operative management and set personal targets for the CEO annually and assess the fulfilment of the targets;
- confirm the policies, principles and guidelines supplementing the general terms;
- decide on loans and credits that are out of the ordinary with regard to their amount or collateral, and of the credits for members of the committees and personnel of Hypo, or delegate the decision-making authority concerning these matters to the operative management;
- make proposals for the Supervisory Board on the remuneration plan of the CEO and the deputy to the CEO where necessary;
- observe the working atmosphere of Hypo and how the personnel manages their tasks;
- run through the essential risks related to the activities of Hypo, internal control, and their management at least on an annual basis and give instructions thereon to the CEO where necessary;
- review and approve both interim reports and annual accounts;
- hold a joint general meeting with the auditors and internal auditors at least once a year;
- convene at least once a year without the presence of the operative management;
- assess its own operation once a year;
- address any other matters that chair of the Board of Directors or the CEO has proposed to be included in the meeting agendas. The members of the Board of Directors are also entitled to bring a matter to be heard by the Board of Directors by notifying the chair thereof;
- convene the General Meetings of Hypo and the Supervisory Board;
- if the Supervisory Board so decides, elect and discharge the directors under the CEO's direct command and decide on the remuneration payable to them;
- decide on the buying, selling, exchanging and mortgaging of immovable property;
- confirm the guidelines and annual plan of the internal audit;
- see to any the statutory registrations;
- appoint to the pension foundation of Hypo three members and deputy members representing the employer; and
- decide on the applications by the CEO, deputy to the CEO, other directors, managers and permanent employees concerning secondary occupations.

## Composition

The Act on Mortgage Societies (936/1978) states that “the Board of Directors of a mortgage society shall comprise at least five members selected by the Supervisory Board. In addition, the CEO and another director of the mortgage society shall be members of the Board of Directors.” Aforementioned has been specified in the rules meaning that alongside the CEO, his deputy is a member of the Board. The CEO and his deputy prepare matters for the meetings of the Board of Directors. In the view of the Board, the other members of the Board of Directors are independent of the company, as specified by the Finnish Corporate Governance Code.

## Members of the Board of Directors 2017

Sari Lounasmeri (b. 1975), Chair, M.Sc. (Econ.), Managing Director, member of the Board since 2011, present at 13/13 meetings.

Harri Hiltunen (b. 1961), Vice Chair, M.Sc. (Econ.), Managing Director, member of the Board since 2012, present at 13/13 meetings.

Kai Heinonen (b. 1956), LL.M. eMBA, Real Estate Director, member of the Board since 2014, present at 13/13 meetings.

Pasi Holm (b. 1962), D.Soc.Sc., member of the Board since 2015, present at 11/13 meetings.

Mikko Huopio (b. 1968), LL.M (Trained on the bench), Chief Risk Officer, member of the Board since 1.7.2017, present at 7/7 meetings.

Hannu Kuusela (b. 1956), D.Sc. (Econ.), Professor, member of the Board since 2001, present at 13/13 meetings.

Teemu Lehtinen (b. 1961), D.Soc.Sc., M.Sc. (Tech.), Managing Director, member of the Board since 2005, present at 13/13 meetings.

Ari Pauna (b. 1967), LL.M., Chief Executive Officer, member of the Board since 2006, served as Secretary to the Board 2002 – 2009, present at 13/13 meetings.

Elli Reunanen (b. 1974), LL.M. (Trained on the bench), Chief Operating Officer, member of the Board since 2013 until 30.6.2017, additionally served as Secretary to the Board 2010 – 2012, present at 6/6 meetings.

Tuija Virtanen (b. 1958), D.Sc. (Econ.), University Lecturer, member of the board since 2009, present at 13/13 meetings

Chief Risk Officer Mikko Huopio serves as Secretary to the Board.

## Independence of the members of the Board of Directors

As stated before, an exception based on the Act on Mortgage Societies and other regulations, that is the CEO and his deputy, has been made from the Finnish Corporate Governance Code. Hence, the CEO and his deputy cannot be considered independent of the company.

Professor Hannu Kuusela and managing director Teemu Lehtinen have been members of the Board for over ten years. Based on an overall evaluation, which takes into account Hypo's mutual company form, nature and complexity of the operations and other managerial functions of the aforementioned members of the Board, the long membership on the Board has not jeopardized their independence. On the contrary, a long membership has been considered a positive thing for perseverance and for the development of the company's business activities.

### Meetings

In its operation, the Board of Directors complies the rules of procedure it has approved. As a rule, the Board assembles monthly on the last working day of each month excluding the month of July. When necessary, the Board assembles more often by meetings over the phone or via email. In 2017, the Board held 13 actual meetings. In addition, the Board held one (1) meeting over the phone / via email.

### Remunerations

The Supervisory Board decides on the remuneration paid to the Board of Directors on a proposal from the Compensation Committee. Remuneration is paid as a total remuneration, which consists of annual remuneration and meeting allowances paid in cash as well as of amount equivalent to annual remuneration paid as insurance premiums to the defined contribution-based Department M of Hypo's pension foundation. The accumulated funds in pension foundation are at disposal of each member of the Board as a pension benefit when they retire. The members of the Board are not part of the remuneration scheme, which would entitle them to receive additional compensations along with the remunerations decided by the Supervisory Board.

### Diversity of the Board of Directors

When deliberating the composition of the Board, the Nomination Committee pays attention to the realization of the diversity and to the gender balance of the Board.

The Board of Directors should be diverse. The assessment of the skills and expertise profiles guides the preparation of the nomination as well as the selection of a single member of the Board. Taking into consideration the nature and the complexity of Hypo's operations as well as the working of the board, each member should have relevant know-how, experience and background in order to form a competent and diverse board required by Hypo's operating environment.

The objective is that at least two out of the seven external members of the Board are women while two of them are men. This objective has been realized in the board composition in 2017.

### **Board of Directors' Risk Committee**

The purpose of the Risk Committee of Hypo Group is to assist the Board with the matters concerning risk strategy and risk-taking as well as support the Board in its work to assess and monitor the risk position.

The purpose, status and duties of the Risk Management Committee reporting directly to the Board are based on the Finnish Act on Credit Institutions.

It is for the Risk Management Committee to

- estimate whether the rates charged by the group for services that tie up capital correspond with group's business model and risk strategy and when necessary, present the Board of Directors a plan to address the issue;
- comprehensively monitor the risk management situations and assesses especially whether the operational management complies with the risk strategy decided by the Board of Directors;
- review and assess the risk management plans and measures;
- regularly assess and review group's external and internal risk reports prior to their examination at the meeting of the Board of Directors;
- regularly assess and review the description of the group's capital adequacy management prior to their examination at the meeting of the Board of Directors;
- assist the Compensation Committee with setting up a remunerations scheme for the group; and
- estimate whether group's remunerations schemes encourage to take into account the business risks, capital requirements and LCR, amortization and probability of accumulation of the profits.

#### Members of the Board of Directors Risk Management Committee 2017

Sari Lounasmeri, Chair, M.Sc. (Econ.), Managing Director  
Harri Hiltunen, Vice Chair, M.Sc. (Econ.), Managing Director  
Kai Heinonen, LL.M. eMBA, Real Estate Director

In 2017, the Risk Management Committee held four (4) meetings in which all the members were present.

### **Chief Executive Officer and Management Group**

The CEO is responsible for ensuring that Hypo's routine administration complies with the laws, regulations and orders of the authorities and the guidelines issued by the Supervisory Board and the Board of Directors. The CEO is also responsible for implementing the decisions made by the Board of Directors.



The Supervisory Board of Hypo appoints the CEO on a proposal from the Nomination Committee. Mr. Ari Pauna, LL.M. (b. 1967) took up the position of Chief Executive Officer on 1 January 2013. The CEO's service contract is valid until further notice.

The remunerations paid to the CEO are published in the notes to the financial statements in Hypo's annual report. The CEO is covered by the performance-based remuneration scheme confirmed by the Board of Directors. The CEO is entitled to a normal pension in accordance with Employees Pensions Act.

The Management Group assists Hypo's CEO, operating under his supervision and responsibility. The Board of Directors has confirmed the composition of the Management Group and approved its rules of procedure. The Management Group prepares strategic matters, significant operational matters and operational matters of principle for the meetings of the Board of Directors. It also plans, implements and monitors the Group's ongoing operations. The Management Group makes decisions concerning Hypo's internal rules and authorities and the organization of personnel within the framework of the authorities delegated to the chairperson. The Management Group also has the special task of granting exceptional loans within the framework of the authorities delegated to it.

#### Members of the Management Group 2017

Ari Pauna (b. 1967), Chair, Chief Executive Officer, LL.M., member since 2002

Mikko Huopio (b. 1968), Chief Risk Officer, Deputy to the CEO, LL.M. (Trained on the bench), member since 2010, operational responsibilities: risk management, legal matters, development and ICT

Petteri Bollmann (b. 1957), Chief Treasury and Funding Officer, LL.B., member since 2017, operational responsibilities: treasury and funding operations

Aija Kontinen (b. 1963), Chief Financial Officer, M.Sc. (Econ.), member since 2017, with also a previous period as a member, operational responsibilities: financial administration

Sami Vallinkoski (b.1972), Chief Banking Officer, M.Soc.Sci., member since 2015, operational responsibilities: lending and customer service

Liisa Alho (b. 1983), Associate Lawyer, LL.M. serves as Secretary to the Management Group. Juhana Brotherus (b. 1986) Chief Economist and Research Director, M.Sc. (Econ.) serves as a permanent advisor to the Management Group.

## **Characteristics of Internal Auditing and Risk Management Systems Related to Financial Reporting Process**

### Financial information and regulation

The fulfillment of Group's operational and financial goals as well as the Group's risk position are monitored by continuous financial and risk reporting to the management. The Management Group and the Board of Directors follow the Group's financial status and progress in their monthly meetings.

Group's external reporting is based on the IFRS-standards, the Act on Credit Institutions, other mandatory regulations regarding credit institutions, the Accounting Act, the Accounting Ordinance, general advice and instructions issued by the Accounting Board and standards, instructions and regulations issued by the Financial Supervisory Authority. Group's financial statements are compiled in accordance with the IFRS-regulations. Financial statements for the separate companies are compiled according to national accounting principles.

The reporting needs stemming from continuously growing business requirements and more strict regulations are met with capable and skilled financial administration resources. The financial administration organisation, subordinate to the CFO, is responsible for the Group's financial reporting. The organization is also responsible for budgeting and updating of the principals regarding financial statements. The organizations/functions independency relating to the business functions/organization has been taken into account while managing user rights of the people involved in the financial reporting process.

In addition to the financial statements, Hypo Group publishes interim report quarterly. The release calendar is available at company's website.

### Control system

Group's auditors inspect annually the financial statements and the Board of Directors' report as well as the interim reports published quarterly. External auditors report their audit findings to the Board of Directors, inspectors of the Supervisory Board and to the Supervisory Board, who for their part carry out an audit of the financial reporting process.

Internal control refers to the measures within the leadership and operations of Hypo, that are undertaken to ensure the accomplishment of business objectives with as little disruption as possible.

Risk Management, independent of Group's business operations, is responsible for the entire Risk Management operation and for the analyzation and reporting of individual risk categories. Risk Management is also responsible for the development of the afore-

mentioned operations. The Management Group follows up on the Group's risk position on a monthly basis in its meetings. The Board processes risk reports at least quarterly, more often if needed. Risk Management produces an extensive and comprehensive Group-wide risk report and evaluation at least twice a year.

The purpose of the Group Risk Management is to maintain sound business operations with effective risk management. At the same time the aim is to ensure that all relevant risks that could potentially have adverse effect on implementation of the strategy and reaching of the targets set, are identified, evaluated and reported on regular basis and that the risk buffers and various internal monitoring limits are sufficient and that they have an impact on the operations.

Compliance concentrates on ensuring that the business operations are aware the changing requirements of the regulatory environment and that both the business processes and the products and services are in compliance with said requirements.

Group's internal audit assesses and ensures efficiency and sufficiency of internal controls in management and administrative processes and risk management. Furthermore, internal audit carries out an independent assessment of capital adequacy management on annual basis. Functionally, internal audit is subordinate to the inspectors of the Supervisory Board, the Board and the CEO and administratively subordinate to the CEO. The Board and the inspectors of the Supervisory Board confirm an auditing plan to the internal audit on annual basis. Internal Audit, a unit independent of the Group's operations, is managed by the Chief Audit Executive.

Risk management, compliance, internal audit and other such operations, which by nature so require, are audited by an external and independent body when necessary. The latest such audit took place in year shift 2016/2017.

## **Auditors**

The General Meeting must select an authorized public accountant or two auditors and their deputies during each financial period for the purposes of auditing the accounts, financial statements and administration. All of the aforementioned must be auditors or public accountants authorized by the Finnish Chambers of Commerce.

For 2017, PricewaterhouseCoopers Oy, Authorised Public Accountants, was selected to carry out auditing. The chief auditor is Jukka Paunonen, KHT Auditor, M.Sc. (Econ.).

In 2017, The Authorized Public Accountants was paid a fee of EUR 86.377,08 for the audit and a fee of EUR 37.022,99 for non-audit services (amounts not including VAT).



### **Related Party Transactions**

Transactions that are material to the company and that deviate from the company's normal business operations are not concluded between the company and its related parties (members of the management body and the personnel as well as the family members of the aforementioned). Possible related party transactions are related to loans granted to related parties or transactions concerning a single housing company share between Hypo and a its related party. All of the aforementioned transactions are normal transactions. However, particular attention must be paid in connection with them.

### **Language versions**

This document is an unofficial English translation of the Finnish version. In case of discrepancy, the Finnish version shall prevail.