



2021 Corporate governance and remuneration statement



Picture: Mika Huisman



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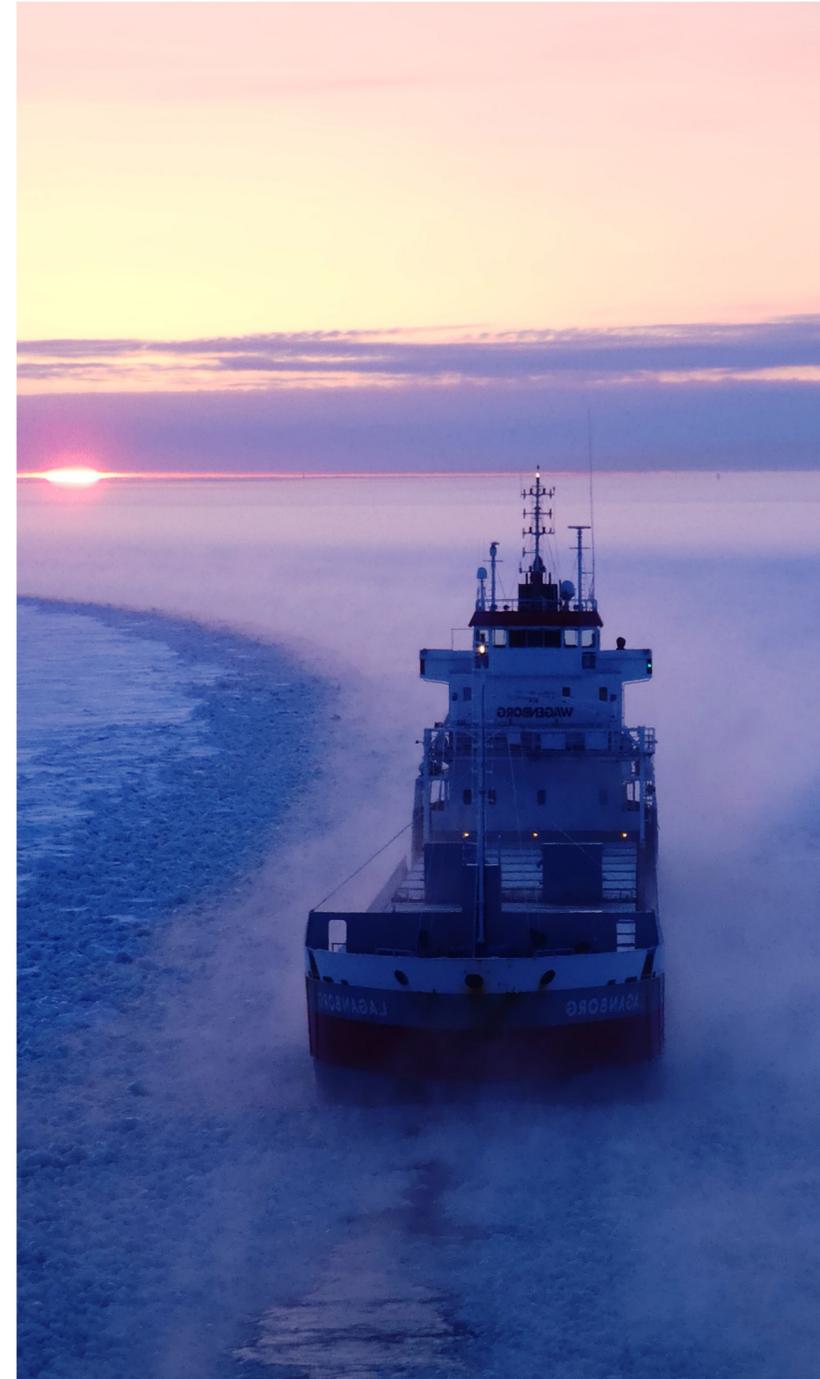
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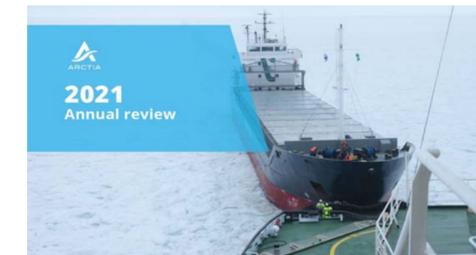
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Annual report 2021

The Arctia Group’s annual report 2021 consists of the annual review, the corporate governance and remuneration statement, the report on corporate responsibility, and the financial statements. The reports are published on the company’s website at www.arctia.fi/en

ANNUAL REVIEW



CORPORATE GOVERNANCE AND REMUNERATION STATEMENT



CORPORATE RESPONSIBILITY



FINANCIAL STATEMENTS



Picture: Arctia Ltd



Reliable services in challenging conditions

Arctia enables safe, smooth and environmentally friendly water transport. We produce added value for our customers by combining different services into comprehensive service concepts in an innovative way.

The Group has three business areas: icebreaking, fairway maintenance, and hydrographic surveying. The business areas include a huge amount of experience and expertise, e.g. in oil spill preparedness and response, hydraulic engineering, pipe and cable laying, towing tasks, and the manufacture of plastic spar buoys and other buoys.

Arctia Ltd is a limited company wholly owned by the State.





Corporate governance and control system

Arctia Ltd is a fully state-owned company, which is subject to strategic interests. Arctia safeguards winter navigation serving the transport needs of the Finnish trade and industry, and it provides hydrographic surveying services related to the contingency planning and preparedness of the Finnish Navy under all conditions.

The ownership steering of the Arctia Group is the responsibility of the Ownership Steering Department of the Prime Minister's Office. According to the Government Decision-in-Principle of 8 April 2020, in the management of its corporate assets, the State pursues economic and social overall results that are as high as possible.

Arctia's governance is based on the Limited Liability Companies Act, the Articles of Association of the Group and the subsidiaries, the owner's governance guidelines, and on good and responsible governance in accordance with the company's Code of Conduct. Responsibility and the compliance with good governance principles support the company's long-term development of competitiveness and growth of shareholder value.

The company's line of business is the provision of icebreaking services and special services

by multipurpose vessels, as well as other operations serving the water transport, management and operation services in fairways and canals, services related to the prevention of environmental damage, water transport services, hydrographic surveying, hydraulic engineering, waterways property services, as well as expert services related to their design and implementation in Finland and overseas. In addition, the company also engages in vessel management and chartering in Finland and overseas.

The company is domiciled in Helsinki, and it also has more than 20 places of business on the coast and in inland waterways in Finland.

CORPORATE STRUCTURE

The parent company of the Arctia Group is Arctia Ltd, which owns 100 per cent of its subsidiaries Arctia Icebreaking Ltd, Arctia Management Services Ltd and Arctia Meritaito Ltd. Arctia Ltd owns 90 per cent of Arctia Karhu Ltd, with Kemin Satama Oy being the other shareholder in the company with a 10 per cent share.

Arctia Meritaito Ltd produces fairway maintenance and hydrographic surveying services, Arctia Icebreaking Ltd provides icebreaking services in the Baltic Sea, and Arctia Karhu Ltd offers har-

bour icebreaking and towing services in the Baltic Sea.

GENERAL MEETING

The state as the owner of the company has the power to take decisions in the general meeting. The general meeting decides on matters pertaining to it by virtue of the Limited Liability Companies Act and the Articles of Association. The Chairperson and the other members of the Board of Directors are elected by the general meeting. In 2021, the annual general meeting was held on 15 March 2021.

ARCTIA'S BOARD OF DIRECTORS

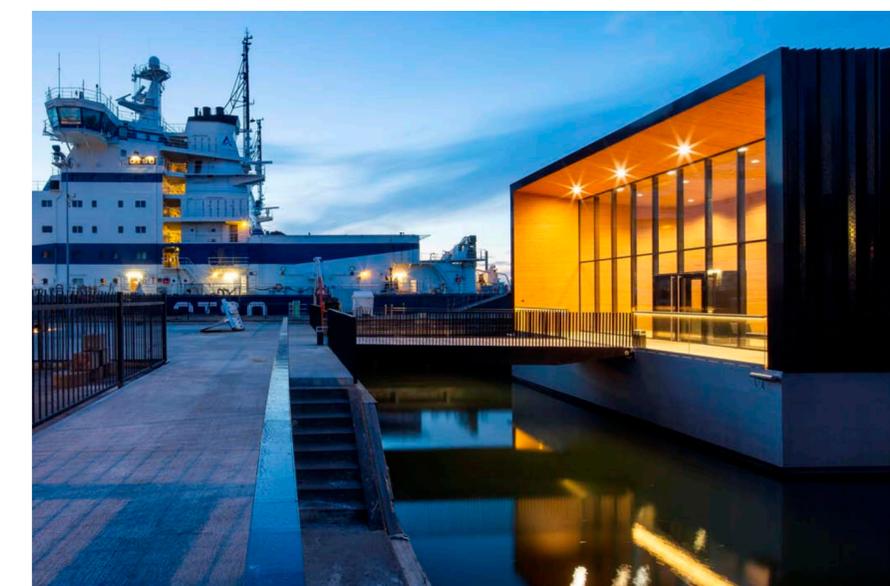
The Board of Directors sees to the administration of the company and the appropriate organisation of its operations. According to the Articles of Association, the Board of Directors consists of a minimum of three and a maximum of eight ordinary members. In 2021, the Board of Directors had six members. The Board of Directors constitutes a quorum when more than half of its members are present in the meeting.

The Board of Directors has rules of procedure that specify the duties of the Board in further detail. The rules of procedure are updated annu-

ally by the Board. The Board of Directors performs an annual self-evaluation of its work and develops its activities according to the results of this evaluation. The Ownership Steering Department of the Prime Minister's Office coordinates Arctia's board selections in accordance with the effective ownership steering principles.

To support its activities, the Board of Directors has established the Personnel Committee, as well as the Audit Committee. The tasks of the committees are specified in further detail in the rules of procedure for the committees, which is updated each year.

The Board of Directors of Arctia convened 11 times in 2021, and the members' attendance percentage in the meetings was 100%.





BOARD OF DIRECTORS 31.12.2021



Pertti Saarela, Chairman of the Board

Year of birth: 1957
Member of the Board since 2017
Education: LL.M.
Primary occupation: CEO, Fintraffic Raide Oy



Mats Rosin, member of the Board

Year of birth: 1958
Member of the Board since 2018
Education: B.Sc.
Primary occupation: Managing Director,
Suomen Lauttaliikenne Oy



Sinikka Mustakari, member of the Board

Year of birth: 1979
Member of the Board since 2018
Education: M.Sc. (Econ.)
Primary occupation: Ministerial Adviser,
Prime Minister's Office



Hanna Masala, member of the Board

Year of birth: 1976
Member of the Board since 2017
Education: M.Sc. (Econ.)
Primary occupation: Group Finance Director,
Fortum Oyj



Pirjo Kiiski, member of the Board

Year of birth: 1965
Member of the Board since 2018
Education: BBA, MBA
Primary occupation: Shareholder,
Saari Partners Oy



Kari Savolainen, member of the Board

Year of birth: 1954
Member of the Board since 2018
Education: M.A.



ARCTIA GROUP'S MANAGEMENT TEAM 31.12.2021



Maunu Visuri, President and CEO

Year of birth: 1968
Member of the Management Team since 2019
Education: M.Sc. (Tech.)



Hannu Ylärinne, Chief Operating Officer

Year of birth: 1972
Member of the Management Team since 2019
Education: Master Mariner, EMBA



Tero Hänninen, Technical Director

Year of birth: 1972
Member of the Management Team since 2021
Education: M.Sc. (Tech.)



Sari Kankkunen, Chief Financial Officer

Year of birth: 1968
Member of the Management Team since 2019
Education: M.Sc. (Econ.)



Janne Laitinen, Director of HR and Legal Affairs

Year of birth: 1974
Member of the Management Team since 2020
Education: LL.M.

PRESIDENT AND CEO

The Board of Directors appoints the Chief Executive Officer of Arctia and decides on the terms of his or her employment. The President and CEO manages the company's day-to-day administration in accordance with the instructions and orders of the Board of Directors and ensures that the accounts of the company are in compliance with the law and that its financial affairs have been arranged in a reliable manner. The President and CEO is responsible for the achievement of the company's targets.

MANAGEMENT TEAM

The Management Team is tasked with the implementation of the company's operational activities in line with the strategy and policies specified by the Board of Directors and the steering of the Group's President and CEO. In addition to the President and CEO, the members of the Group's Management Team are the Chief Operating Officer, the Technical Director, the Chief Financial Officer and the HR Director and General Counsel. As a rule, the Management Team convenes once a month.



INTERNAL CONTROL AND INTERNAL AUDIT

Internal control is part of the management and governance system with an objective of helping the company reach its goals. The task of internal control is to ensure at a sufficient level the efficiency and appropriateness of the company's operations, the reliability of financial and other management information, sufficient management of operational risks, and the compliance with laws and regulations. Internal control is built

of the procedures and solutions included in the company's processes, for example, policies and guidelines, approval authorisations, segregation of duties, and the controls included in systems and a functioning steering culture.

Arctia's management team is responsible for internal control. Internal control in the company is implemented by the entire organisation. The efficiency and effectiveness of internal audits carried out by an external body, based on

the review plan approved by the Board of Directors. In addition, the efficiency and effectiveness of internal control are reviewed in audits. The implementation of the review plan for internal audits, the key risks, and the progress of measures related to observations made in the audits are reported regularly to the Audit Committee and the Board of Directors

RISK MANAGEMENT

Arctia's risk management is part of Arctia's management system and the daily activities and decision-making of the business units, vessels and support functions. Risk management is based on the risk management policy approved by the Board of Directors. Other policies approved by the Board of Directors cover Arctia's management of special risks, for example, in relation to financing and competencies. The Group's safety management systems for shipping operations (ISM) are an essential part of the Arctia Group's risk management and Arctia's operational risk management. In addition, the occupational health and safety management system ISO 45001, the environmental system ISO 14001 and the quality management system ISO 9001, which all include risk management, apply to the diversified subsidiary Arctia Meritaito Ltd.

In accordance with the operating model for Arctia's risk management, business-related risks and their management measures are identified and assessed on a regular basis. A risk assessment is always carried out in terms of key pro-

jects, business reorganisations or operational changes.

Risks are identified and assessed in the business operations, on vessels and in support functions, and the related means of risk management are defined in an annual assessment of the effectiveness of risk management. This takes place in risk assessment meetings or in connection with processes related to business planning and management. The CFO coordinates the overall risk management process, in which the HSSEQ unit has a significant role in managing operational risks.

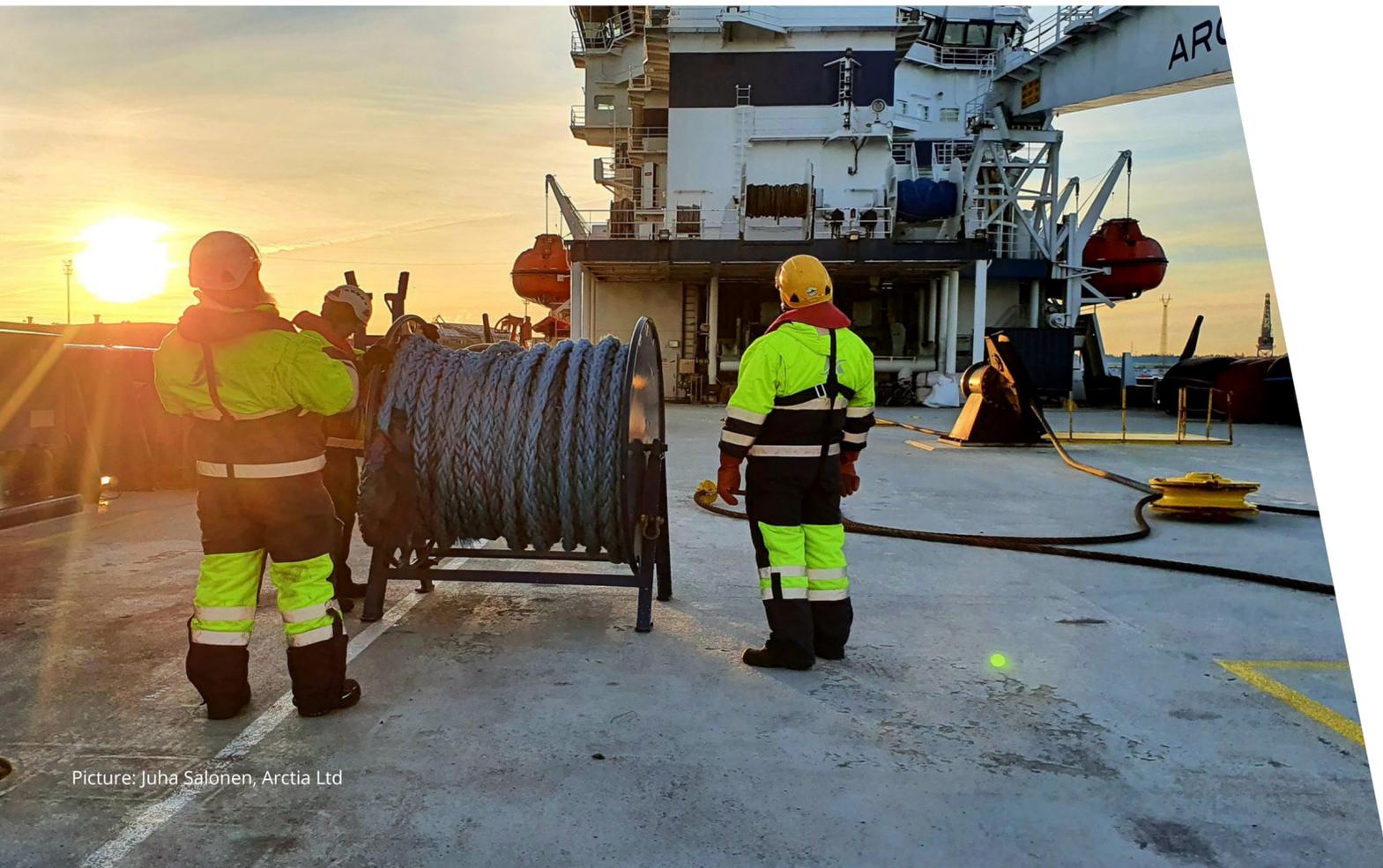
The results of the risk assessments and the key risks, their likelihood and management measures are assessed regularly in the Management Team and reported to the Board of Directors.

AUDIT

According to the parent company's Articles of Association, the Annual General Meeting elects the auditor who must be a KHT auditor or an audit firm in accordance with the Auditing Act. The fee payable to the auditor is decided by the Annual General Meeting.

The auditor together with the company's management draws up an annual audit plan for group undertakings. The auditors issue an audit report on the financial statements.

In the Annual General Meeting of 2021, certified public accountants KPMG Oy Ab was reap-





pointed as auditor of the Arctia Group, with Ari Eskelinen, KHT auditor, as the key audit partner.

In 2021, EUR 41,300 was paid to the audit firm for the Group's auditing. A total of EUR 13,140 was paid for tax advice and other services unrelated to auditing.

The audit report for the accounting period 1 January – 31 December 2021 covers the accounts, consolidated financial statements, annual report, management audit and the financial statements of the parent company Arctia Ltd. The audit report is presented in connection with the financial statements.

RELATED PARTY TRANSACTIONS

Arctia complies with the related party guidelines approved by the Group's Board of Directors. The purpose of the related party guidelines is to ensure that transactions are made independently and that they comply with the arm's length principle with respect to transactions that include parties belonging to the company's related party. The company assesses and monitors that implemented related party transactions are in the interests of the company and that any conflicts of interests are taken into account in an appropriate way when deciding on a related party transaction. The principles of the related party guidelines are complied with in the entire Arctia Group and in decision-making concerning all group companies.

Arctia keeps an up-to-date register of related parties concerning significant related party

transactions by the company and its related parties, the parties to the transactions, and their key terms. The information entered in the register is collected from the persons belonging to the related parties themselves each year. In addition, persons belonging to the company's related parties are obliged to report any related party transactions that are planned or that the persons have been made aware of to the company's director of human resources and legal affairs after learning about the matter.

GOOD GOVERNANCE

Arctia complies with the national laws and provisions in its operations. In addition, Arctia complies with international laws and provisions in the extent that is required by the operations. International, applicable legislation includes, for example, the regulations issued by the multinational maritime regulation bodies, e.g., the International Maritime Organisation IMO and the International Association of Marine Aids to Navigation and Lighthouse Authorities IALA.

Good governance and Arctia's corporate responsibility are described in further detail in the report on corporate responsibility.

ARCTIA'S CODE OF CONDUCT

The Arctia Group's Code of Conduct directs the activities of Arctia and its every employee, director, managing director and member of the Board of Directors. The Code of Conduct also concerns outside operators who are working for Arctia.

Arctia's operations are based on responsibility and the compliance with laws and regulations. The company is committed to constant development of operations and to the promotion of ethical sustainable practices and solutions.

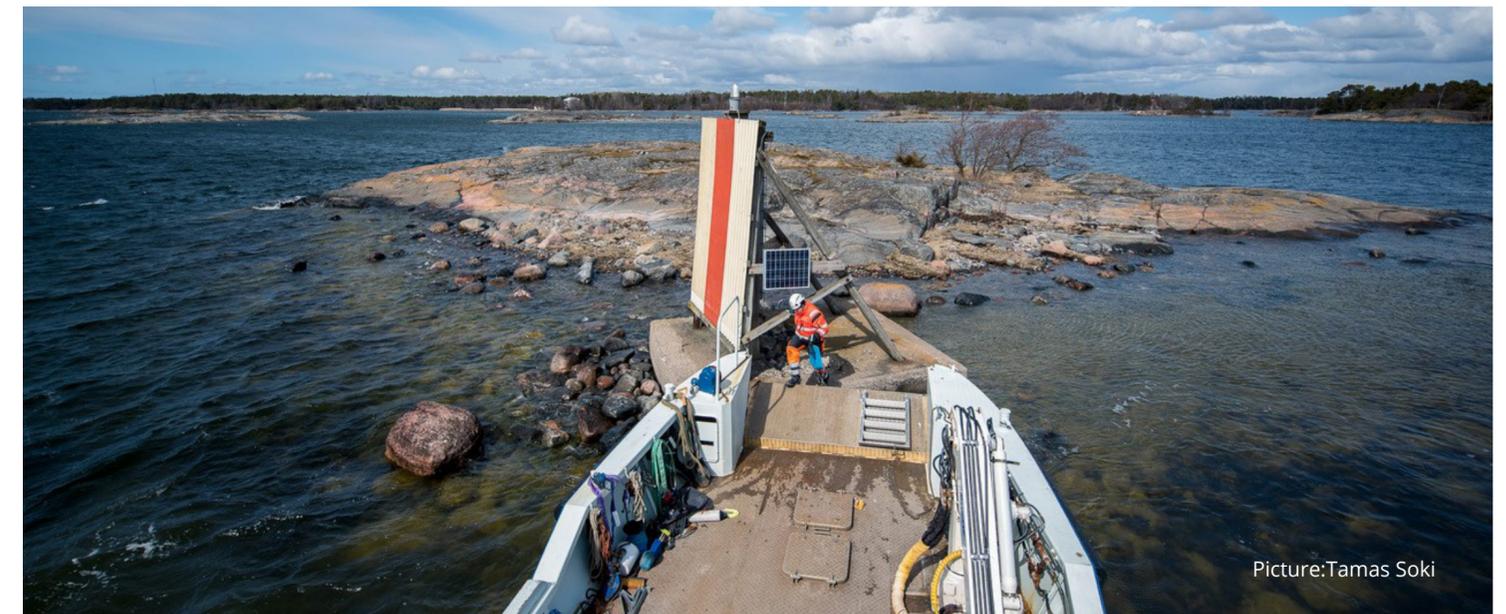
COMPLIANCE

Arctia is committed to operating in accordance with the requirements of Finnish and international authorities, multinational maritime regulation bodies (e.g. IMO) and those of the customers. In addition, operations are guided by the requirements of the internal management system. The policies, amendments and development of legislation having an impact on Arctia's operations are monitored in the operation of the

Management Team and by the management of the business units.

Compliance with legislation and regulations is monitored by the effective management, managers, ships' masters and other supervisors. The auditors monitor the company's compliance with legislation related to financial administration, such as the Accounting Act and Ordinance and the Limited Liability Companies Act. The authorities audit Arctia as a shipping company each year. The audits also include Arctia's subsidiaries.

Legislation governing occupational health and safety, environmental and maritime activities in Finland and at the EU level has been collected at the Group level into an electronic legislation monitoring system for developing the assessment and monitoring of compliance.



Picture:Tamas Soki



Remuneration principles and the remuneration statement

Remuneration in the Arctia Group is based on remuneration for increased profitability, long-term development of the company's value, and greater performance of tasks in compliance with the strategic interest. Remuneration must encourage responsible operations, the development of the company's business operations through digitalisation, and new technology and environmentally friendly methods of operation. Remuneration must be fair and proportionate to

achieving the targets and the company's financial result. The set targets must be challenging, but attainable through good performance.

The Arctia Group's remuneration model consists of a short-term incentive system (STI, annual bonus system) and a long-term incentive system (LTI) for years 2020–2022. The performance bonus system applied to a total of 28 key personnel (management and experts) in 2021.

The strategic interests confirmed for the Arctia Group are to safeguard winter navigation that serves the transport needs of the Finnish trade and industry and to provide hydrographic surveying related to the contingency planning and preparedness of the Finnish Navy under all conditions. The implementation of these strategic interests must be taken into account in remuneration.

The guidelines in the Government Resolution on State Ownership Policy issued by the Finnish Government on 8 April 2020 are complied with in remuneration and the performance bonus system.

REMUNERATION OF THE BOARD OF DIRECTORS

Arctia's Annual General Meeting decides on the remuneration of the members of the Group's Board of Directors. No changes were made to the remuneration paid to the members of Arctia's Board of Directors during 2021. In 2021, Arctia paid a total of EUR 115,800 in remuneration to the Group's Board of Directors.

The remuneration paid to the members of Arctia's Board of Directors in accordance with

the decision of the 2021 Annual General Meeting is as follows:

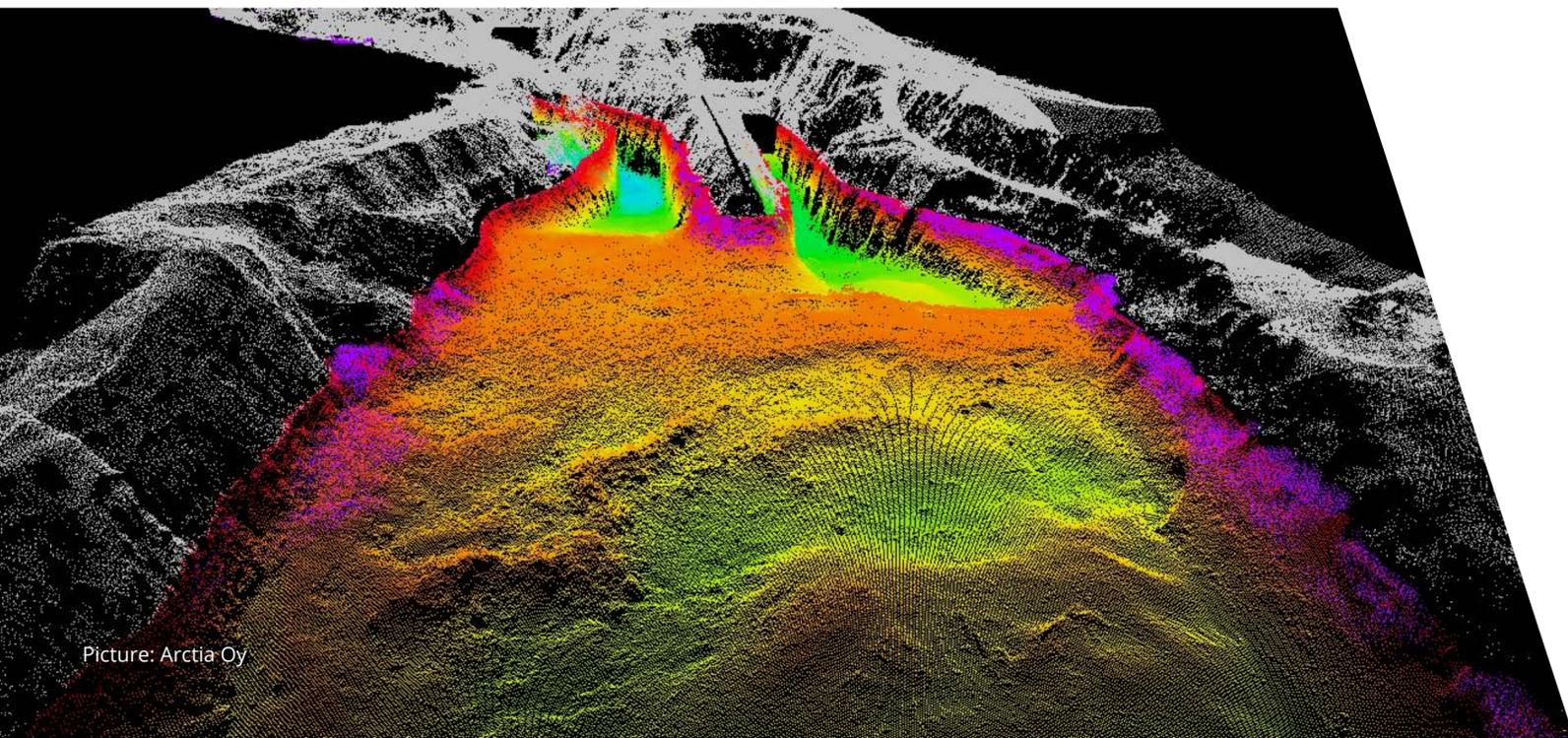
- Chairman EUR 1,400/month
- Vice Chairman EUR 950/month
- member EUR 850/month
- fee paid for each meeting of the Board of Directors and committee EUR 600

No other remuneration or benefits were paid to the members of the Board of Directors.

REMUNERATION OF THE PRESIDENT AND CEO AND OTHER MANAGEMENT

The Personnel Committee assesses the amounts of salaries and remuneration of the President and CEO and their deputy and the members of the Group's Management Team reporting directly to the President and CEO and other members of the company management reporting directly to the President and CEO, including the performance bonus systems, and makes proposals concerning these to the Board of Directors, which decides on the remuneration of management.

The remuneration of the President and CEO of Arctia Ltd and the members of the Group's Management Team is based on a fixed monthly





salary and the short-term (STI) and long-term (LTI) incentive system. The company's management does not have other remuneration systems or discretionary pension arrangements in addition to the above. The company's key personnel are covered by the short-term incentive system (STI). Both the STI and the LTI systems are based on the policy of the state ownership steering unit. Remuneration paid out of STI and LTI during one tax year must not exceed 80 per cent of the person's fixed basic annual salary.

The criteria and targets, and the weight of entitlement periods in the STI and LTI systems are decided by Arctia's Board of Directors in accordance with the Group's goal-setting process. The STI criteria emphasise the indicators based on the Group-level strategy in relation to profitability, managed growth, added value produced for the customer, and corporate responsibility. The STI system may include Group-level criteria, profit centre-level criteria and personal criteria.

The target of the long-term LTI programme is to safeguard long-term profitability and strengthen employee commitment through remuneration. Based on the long-term LTI programme created in 2020, the performance bonus can be paid for the first time in 2023.

REMUNERATION OF THE PRESIDENT AND CEO AND THE MANAGEMENT TEAM IN 2021

In 2021, remuneration of the Group's President and CEO and the members of the Management Team totalled EUR 763,334.54. The President and CEO was paid a fixed salary of EUR 239,400.00, and the fixed salaries of the rest of the Management Team totalled EUR 421,860.00. In 2020, performance bonus paid to the President and CEO totalled EUR 44,704.20 and to the rest of the Management Team EUR 57,370.34. No performance bonuses will be paid in 2022 on the basis of performance in 2021.

INFORMATION CONCERNING THE SERVICE RELATIONSHIP OF THE PRESIDENT AND CEO

In addition to the salary, the President and CEO has a telephone benefit. The retirement age of the President and CEO and the basis for determining the amount of pension are in accordance with the Employees Pensions Act. The period of notice of the President and CEO is 6 months. In addition to the salary for the period of notice, the President and CEO is not paid any separate compensation.

REWARDING OF KEY PERSONNEL

Key personnel within the performance bonus system were paid a total of EUR 127,271.20 on the basis of performance in 2020. No perfor-

mance bonuses will be paid in 2022 on the basis of performance in 2021.

REMUNERATION OF OTHER PERSONNEL

The Group does not use other performance-related pay or incentive systems for the employees. The wages and salaries paid to Arctia's employees totalled EUR 25,898,266.

The principles of remuneration of Arctia's employees are based on an extensive collective agreement system. The remuneration of the Group's workers, salaried employees and senior salaried employees complies with the pay system of the collective agreement applied at any given time.

The employees' remuneration is developed as a whole in a fair direction that provides incentives for work and supports the company strategy in accordance with the principles of the remuneration system of each collective agreement.



Picture: Jaakko Jaskari



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