

NESTE

# Neste Corporate Governance Statement

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2021



**We are committed to high ethical standards and conduct our business and operate in compliance with applicable laws, regulations and generally accepted practices for good corporate governance.**

## Governance

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# Corporate Governance Statement 2021

This Corporate Governance Statement has been prepared pursuant to the 2020 Corporate Governance Code, Chapter 7, Section 7 of the Securities Markets Act, as well as Section 7 of the Ministry of Finance's Decree on the Regular Duty of Disclosure of an Issuer of a Security. The Corporate Governance Statement is issued separately from the Review by the Board of Directors and it can be found, in addition to the Annual Report, at [neste.com/investors](https://neste.com/investors).

## Regulatory framework

Neste Corporation ("Neste" or the "Company") observes good corporate governance practices in accordance with the laws and regulations applicable to Finnish listed companies, the Company's own Articles of Association, and the Finnish 2020 Corporate Governance Code. The Corporate Governance Code can be found at [cgfinland.fi/en/](https://cgfinland.fi/en/). Neste also complies with the rules of Nasdaq Helsinki Ltd, where it is listed, and the rules and regulations of the Finnish Financial Supervisory Authority.

Neste's Audit Committee has reviewed the Corporate Governance Statement, and the Company's Auditor, KPMG Oy Ab, has monitored that it has been issued and that the description of the main features of the internal control and risk management related to the financial reporting process included in the statement matches the Financial Statements.

Neste issues Consolidated Financial Statements and interim reports in accordance with the International Financial Reporting Standards (IFRS), as adopted by the EU, the Securities Market Act, as well as the appropriate Financial Supervisory Authority standards, and Nasdaq Helsinki Ltd's rules. The Review by the Board of Directors and the Parent Company's

## Neste's Governance Bodies



Neste's businesses are grouped into four reporting segments: Renewable Products, Oil Products, Marketing & Services, and Others.

Financial Statements are prepared in accordance with the Finnish Accounting Act and the opinions and guidelines of the Finnish Accounting Board.

## Governance Bodies

The control and management of Neste is split between the Annual General Meeting of Shareholders

(AGM), the Board of Directors, and the President and Chief Executive Officer (President and CEO). Ultimate decision-making authority lies with shareholders at the AGM which appoints the members of the Board of Directors and the Auditor. The Board of Directors is responsible for Neste's strategy and overseeing and monitoring the Company's business. The

Board of Directors appoints the President and CEO. The President and CEO, assisted by the Executive Committee (ExCo), is responsible for managing the Company's business and implementing its strategic and operational targets.

Neste's headquarters are located in Espoo, Finland.

## Annual General Meeting

Under the Finnish Companies Act, shareholders exercise their decision-making power at General Meetings of Shareholders, and attend meetings in person or through an authorized representative. Each share entitles the holder to one vote.

Shareholders at the AGM make decisions on matters including:

- the approval of the Financial Statements,
- the distribution of profit for the year detailed in the Balance Sheet,
- discharging the members of the Board of Directors and the President and CEO from liability,
- if necessary, the approval of the Remuneration Policy;
- the approval of the Remuneration Report; and
- the election and remuneration of the Chair, the Vice Chair, and the members of the Board of Directors and the Auditor.

The AGM is held annually before the end of June. An Extraordinary General Meeting of Shareholders addressing specific matters can be held, when considered necessary by the Board of Directors, or when requested in writing by the Company's Auditor or by shareholders representing at least one-tenth of all Company shares.

Under the Articles of Association, an invitation to a General Meeting of Shareholders shall be delivered to shareholders by publishing it on the Company's website [neste.com](http://neste.com) no earlier than two months, and no later than three weeks prior to a meeting, but at least nine days before the record date set for the meeting under the terms of the Companies Act. In addition,

the Company may, if the Board of Directors decides so, publish details on the date and time and location of the meeting, together with the address of the Company's website, in one or more newspapers.

Neste is not aware of any shareholders' agreements regarding the Company's shares.

## 2021

The 2021 AGM was held on 30 March 2021 under special arrangement at the Company's headquarters in Espoo. In order to prevent the spread of the COVID-19 pandemic, the AGM was held without shareholders' or their proxy representatives' presence at the venue of the meeting. Shareholders and their proxy representatives had the possibility to participate in the meeting and exercise their shareholder rights by voting in advance and by making counter-proposals and presenting questions in advance. The AGM supported all the proposals presented to the meeting and approved the Remuneration Report. The AGM adopted the company's Financial Statements and Consolidated Financial Statements for 2020 and discharged the Board of Directors and the President & CEO from liability for 2020.

The AGM approved the Board of Directors' proposal that a dividend of EUR 0.80 per share will be paid on the basis of the approved balance sheet for 2020. The dividend was paid in two installments.

The first installment of dividend, EUR 0.40 per share, was paid to a shareholder registered in the shareholders' register of the Company maintained by Euroclear Finland Ltd on the record date for the first dividend installment, which was 1 April

2021. The first dividend installment was paid on 12 April 2021.

The second installment of dividend, EUR 0.40 per share, was paid to a shareholder registered in the shareholders' register of the Company maintained by Euroclear Finland Ltd on the record date for the second dividend installment, which was 5 October 2021. The second dividend installment was paid on 12 October 2021.

In accordance with the proposal made by the Shareholders' Nomination Board, the AGM confirmed the number of members of the Board of Directors at nine, following the amendment of the Articles of Association to the effect that the maximum number of Board members is increased from eight to ten. The AGM decided the composition of the Board of Directors and the remuneration to be paid to the members of the Board of Directors, and appointed the Auditor. The AGM also approved the Board's proposals to the AGM, including amendments to the Company's Articles of Association.

## Shareholders' Nomination Board

Following the proposal by the Board of Directors, the 2013 AGM decided to establish a permanent Shareholders' Nomination Board to be responsible for drafting and presenting proposals covering the remuneration and number of members of the Company's Board of Directors and for presenting candidates as potential Chair, Vice Chair, and members at the Board to the AGM and to an Extraordinary General Meeting of Shareholders when needed. The Shareholders' Nomination Board shall also be responsible for identifying successors for existing Board Members.

The Shareholders' Nomination Board shall consist of four members, three of which shall be appointed by the Company's three largest shareholders, who shall appoint one member each. The Chair of the Company's Board of Directors shall serve as the fourth member. The Shareholders' Nomination Board elects a Chair among its members.

The Company's largest shareholders entitled to elect members to the Shareholders' Nomination Board shall be annually determined on the basis of the registered holdings in the Company's list of shareholders held by Euroclear Finland Ltd as of the first weekday in September in the year concerned. The Chair of the Company's Board of Directors shall request each of the three largest shareholders established on this basis to nominate one member to the Shareholders' Nomination Board. In the event that a shareholder does not wish to exercise his or her right to appoint a representative, the right shall pass to the next-largest shareholder who would not otherwise be entitled to appoint a member.

The Shareholders' Nomination Board shall serve until further notice, unless a General Meeting of Shareholders decides otherwise. Its members shall be appointed annually and their term of office shall end when new members are appointed to replace them.

The Shareholders' Nomination Board shall forward its proposals for the AGM to the Company's Board of Directors annually by 31 January, prior to the holding of the AGM. Proposals intended for a possible Extraordinary General Meeting of Shareholders shall be forwarded to the Company's Board of Directors in time for them to be included in the invitation to the meeting sent out to shareholders.

### Composition of the Shareholders' Nomination Board prior to the 2022 AGM

On 20 September 2021, the following members were appointed to Neste's Shareholders' Nomination Board: The Chair, Director General Kimmo Viertola of the Ownership Steering Department in the Prime Minister's Office of Finland; Deputy CEO, Investments Reima Rytsölä of Varma Mutual Pension Insurance Company; Director General Outi Antila of The Social Insurance Institution of Finland and Matti Kähkönen, the Chair of Neste's Board of Directors.

#### Activities

The Shareholders' Nomination Board makes proposals for the next AGM on the following:

- the number of members of the Board of Directors,
- the Chair, the Vice Chair and the members of the Board of Directors, and
- the remuneration to be paid to the Chair, the Vice Chair, and the members of the Board of Directors.

The nomination process of the Shareholders' Nomination Board, its composition, and activities are detailed in its Charter.

### Shareholders' Nomination Board members

#### Kimmo Viertola

M.Sc. (Econ.), Chair of the Shareholders' Nomination Board since 18 September 2019. Born in 1961.

Director General of the Ownership Steering Department at the Prime Minister's Office of Finland. Member of the Board of Municipality Finance Plc. Chair of the Shareholders' Nomination Board of Fortum Oyj. Member of the Shareholders' Nomination Board of SSAB.

Holdings in Neste Corporation on 31 December 2021: no holdings/ 0 shares.<sup>1)</sup>  
Prime Minister's Office: 276,213,495 shares.<sup>2)</sup>

#### Outi Antila

Master of Laws with court training, Member of the Shareholders' Nomination Board since 14 September 2020. Born in 1957. Director General, The Social Insurance Institution of Finland. Member of the Shareholders' Nomination Board of Outokumpu Oyj. Member of the General Assembly of Confederation of Finnish Industries. Member of the Advisory Council for Employment Matters of Diaconia University of Applied Sciences (Diak).

Holdings in Neste Corporation on 31 December 2021: no holdings/ 0 shares.<sup>1)</sup>  
The Social Insurance Institution of Finland: 7,945,272 shares.<sup>2)</sup>

Holdings in Neste Corporation on 31 December 2021:

<sup>1)</sup> Own holdings and controlled entities.

<sup>2)</sup> Shareholder's holdings represented by the member of the Shareholders' Nomination Board.

#### Reima Rytsölä

M.Soc.Sc, CEFA, AMP, Member of the Shareholders' Nomination Board. Born in 1969.

Deputy CEO and Chief Investment Officer, Varma Mutual Pension Insurance Company. Member of the Board of Kojamo Plc. Member of the Board of Nordea Funds Ltd. Member of the Board of Ylva Services Ltd.

Holdings in Neste Corporation on 31 December 2021: no holdings/ 0 shares.<sup>1)</sup>  
Varma Mutual Pension Insurance Company: 10,550,615 shares.<sup>2)</sup>

#### Matti Kähkönen

M.Sc. (Engineering), Member of the Shareholders' Nomination Board. Born in 1956. Senior Advisor, Metso Corporation 2017–2019. Chair of the Board of Neste Oyj. Vice Chairman of the Board of Directors at Kemira, 2021–. Chairman of the Board of Directors at the Finnish Fair Corporation 2020–. Chair of the Supervisory Board of the Ilmarinen Mutual Pension Insurance Company until 2021. Chair of Neste's Personnel and Remuneration Committee.

Holdings in Neste Corporation on 31 December 2021: 12,310 shares.<sup>1)</sup>

The Shareholders' Nomination Board convened 9 times between the date of the 2021 AGM and 31 January 2022, and the members of the Shareholders' Nomination Board attended such meetings as follows:

	<b>Attendance</b>
Kimmo Viertola	9/9
Outi Antila	9/9
Reima Rytsölä	9/9
Matti Kähkönen	9/9

Decisions on the proposals for the 2022 AGM were made by the members of the Shareholders' Nomination Board in a manner set out in more detail in the stock exchange release published on 28 January 2022.

### Composition of the Shareholders' Nomination Board prior to the 2021 AGM

On 14 September 2020, the following members were appointed to Neste's Shareholders' Nomination Board: The Chair, Director General Kimmo Viertola of the Ownership Steering Department in the Prime Minister's Office of Finland; Deputy CEO, Investments Reima Rytsölä of Varma Mutual Pension Insurance Company; Director General Outi Antila of The Social Insurance Institution of Finland and Matti Kähkönen, the Chair of Neste's Board of Directors. The Shareholders' Nomination Board convened seven times between its formation on 14 September 2020 and 29 January 2021 and two times between the 2020 AGM and 14 September 2020. The Shareholders' Nomination Board presented its proposal covering the members of the Board of Directors on 29 January 2021, but it did not reach unanimity concerning the Board remuneration to be paid for the next term of office.

## Board of Directors

In accordance with Neste's Articles of Association, the Board of Directors has between five and ten members, who are elected at the AGM for a period of office that extends to the following AGM.

## Diversity of the Board of Directors

In planning the composition of a skilled, competent, experienced, and effective Board of Directors from the viewpoint of diversity, the Shareholders' Nomination Board also follows the following diversity principles defined by the Company. A cooperative and functional Board of Directors requires diversity for it to be able to respond to the requirements set out in Neste's business and strategic objectives and to support and challenge the company's operational management in a proactive and constructive manner.

Significant factors concerning the composition of the Board of Directors include a variety of competences that complement the other members of the Board, education and experience in different professional and industrial fields and in business operations and management existing in different development phases, as well as the personal qualities of each member, all of which add diversity to the Board of Directors. The diversity of the Board of Directors is also supported by experience in industrial fields and markets that are strategically significant for Neste, experience and abilities in technologies and the international operating environment, and a diverse age and gender distribution so that both genders are always adequately represented in the Board of Directors. In considering the composition of the Board of Directors, it is important to pay attention to Neste's current and evolving needs, and to ensure that the Board of Directors, as a whole, enables the current and future business development of Neste, which diversity also supports.

Neste's Board of Directors was composed of nine members between the 2021 AGM and 21 July 2021, when Sonat Burman-Olsson announced her resignation from the Board due to her election as a member of the Board of Directors of the Brazilian energy company Raizen S.A. After that the Board was composed of eight members, all of whom hold a university-level degree, and one of whom has a doctorate. These degrees are from different fields, with technical fields being in the majority. Each member of the Board of Directors has international work experience in different types of positions, and has worked or is working in the Board of Directors or management of listed or unlisted companies. Three members have worked in managerial positions at major international petrochemical companies. The Board of Directors is also diverse in terms of cultural backgrounds: its members come from five different countries and speak five different native languages. Women comprise 25% of all members of the Board of Directors. With regard to age, the members of the Board of Directors are divided evenly between 50 and 65 years of age. The duration of the terms of office of the Board members is divided as follows: four members have been on the Board of Directors for more than four years, while four members have been on the Board of Directors for less than four years.

## Activities of the Board of Directors

The Board shall have at least eight regular meetings annually, all scheduled in advance, with extraordinary meetings when necessary. Extraordinary meetings, if requested by a Board Member or the President and CEO, shall be convened by the Chair, or, if the Chair is prevented from attending, by the Vice Chair, or if deemed necessary by the Chair. The Board constitutes a quorum if more than half of its members are

present. The Board is responsible for preparing an operating plan for itself for its period of office between Annual General Meetings, to include a timetable of meetings and the most important matters to be addressed at each meeting. The Board evaluates its performance annually to determine whether it is functioning effectively after the end of each financial year.

## Duties of the Board of Directors

The Board's responsibilities and duties are defined in detail in the Charter approved by the Board. A member of the Board of Directors may not take part in decision-making in matters regarding (i) agreements between such member and any entity within the Neste Group, (ii) agreements between any entity within the Neste Group and third parties where such member has a material interest in the matter which may conflict with the interest of Neste or any other entity within the Neste Group, and (iii) agreements between any entity within the Neste Group and a legal entity which such member may represent, either individually or together with any other person; provided however, that this point (iii) does not apply where the party contracting with Neste is a company within the Neste Group. The term 'agreement' as used here includes litigation or other legal proceedings arising from or relating to such agreements.

## 2021

The 2021 AGM confirmed the membership of the Board of Directors at nine members, and the following were re-elected to serve until the end of the next AGM: Ms. Sonat Burman-Olsson, Mr. Nick Elmslie, Ms. Martina Flöel, Mr. Matti Kähkönen, Mr. Jean-Baptiste Renard, Mr. Jari Rosendal, Ms.

Johanna Söderström and Mr. Marco Wirén. Mr. John Abbott was elected as a new member. Mr. Matti Kähkönen was re-elected as Chair and Mr. Marco Wirén was re-elected as Vice Chair. On 21 July 2021, Ms. Sonat Burman-Olsson announced her resignation from the Board due to her election as a member of the Board of Directors of the Brazilian energy company Raizen S.A.

The Board convened 13 times in 2021. The attendance rate at the meetings was 98.1%. The Board focused in 2021 on the Company's long-term strategy by means of e.g. the continued scale-up of the Company's renewables businesses as well as the expansion of the Company's renewables feedstock platform and production capabilities, including the on-going Singapore expansion project and the project for a possible next worldscale renewables refinery in Rotterdam. In addition to the above and matters set out in the Board Charter, the Board also supervised strategy execution as well as evaluated the changes in the long-term operational environment and their impact on the Company's business operations from e.g. a sustainability perspective. Leadership matters, including changes in senior management announced during 2021, and talent management were also dealt with by the Board. The Board continuously monitored the Company's safety, financial and operational performance as well as risk management. M&A and investment projects were also on the Board agenda during 2021. The Board work has during the year assessed itself with a particular focus on the competences of the Board members.

## Board of Directors, 31 December 2021

	Position	Born	Education	Main Occupation	Independent of the company	Independent of major shareholders	Personnel and Remuneration Committee	Audit Committee	Attendance at meetings	
									Board	Committees
Matti Kähkönen	Chair	1956	M.Sc. (Eng.)	Non-Executive Director	•	•	•		13/13	7/7
John Abbott	Member	1960	B.Sc. (Chem. eng.)	Non-Executive Director	•	•		•	11/11	6/6
Sonat Burman-Olsson	Member	1958	M.Sc. (Econ), MBA	Non-Executive Director	•	•		• until 21.7.2021	8/8	3/3
Nick Elmslie	Member	1957	B.Sc. (Chem.)	Non-Executive Director	•	•		•	12/13	7/7
Martina Flöel	Member	1960	PhD (Chem.)	Non-Executive Director	•	•	•		13/13	7/7
Jean-Baptiste Renard	Member	1961	M.Sc. (Eng.)	Non-Executive Director	•	•	•		13/13	7/7
Jari Rosendal	Member	1965	M.Sc. (Eng.)	President and CEO of Kemira	•	•		•	13/13	6/7
Johanna Söderström	Member	1971	M.Sc. (Econ.)	EVP, Chief Human Resources Officer at Tyson Foods Inc	•	•	•		12/13	7/7
Marco Wirén	Member	1966	M.Sc. (Econ.)	Chief Financial Officer at Nokia Corporation	•	•		•	13/13	7/7

The shareholdings of the members of the Board of Directors are presented below their CVs. The remuneration paid to the members of the Board of Directors is detailed in the Remuneration Report.

# Members of the Board of Directors



## Matti Kähkönen

(born in 1956)  
M.Sc. (Engineering)  
Chair of the Board since 2018  
Member of the Board since 2017  
Independent member

Senior Advisor, Metso Corporation 2017–2019. President and CEO, Metso Corporation 2011–2017. Executive Vice President and Deputy to the CEO, Metso Corporation 2010–2011. President, Mining and Construction Technology, Metso Corporation 2008–2011. President, Metso Minerals 2006–2008. President, Metso Automation, 2001–2006. President, Metso Automation, Field Systems Division, 1999–2001. Prior to 1999, various managerial and development positions in Neles-Jamesbury and Rauma-Repola. Vice Chairman of the Board of Directors at Kemira, 2021–. Chairman of the Board of Directors at the Finnish Fair Corporation 2020–. Board Chair of the Supervisory Board of the Ilmarinen Mutual Pension Insurance Company until 2021. Chair of Neste's Personnel and Remuneration Committee.

Holdings in Neste Corporation on 31 Dec 2021: 12,310 shares.<sup>1)</sup>



## John Abbott

(born in 1960)  
B.Sc. First Class Honours, Chemical Engineering, Birmingham University, UK  
Member of the Board since 30 March 2021  
Independent member

Downstream Director and a Member of the Executive Committee of Royal Dutch Shell plc, 2013–2019. Executive Vice President of Global Manufacturing at Shell, 2012–2013. Executive Vice President of Shell's Upstream Americas Heavy Oil business, based in Calgary, Canada, 2008–2012. Vice President Manufacturing (Refining and Chemicals) Excellence and Support at Shell based in Houston, USA, 2006–2008. Various positions at Shell in the UK, Singapore, Thailand, the Netherlands, Canada, and the USA, predominantly in the areas of Global Manufacturing (Refining and Chemicals) as well as Supply, Trading and Distribution, 1981–2006. (In 1994, he was also seconded to the British Government for a short assignment). Member of the Board at Fiat Chrysler Automobiles N.V. 2018–2021. Non Executive Director of the Intercontinental Exchange (ICE) Futures Europe 2021–. Advisor and participant at Mobility Impact Partners (MIP) 2020–. Mentor in the FTSE 100 cross-company mentoring foundation 2013–. Member of Neste's Audit Committee.

Holdings in Neste Corporation on 31 Dec 2021: No holdings.<sup>1)</sup>



## Nick Elmslie

(born in 1957)  
B.Sc. (Chemistry)  
Member of the Board since 2020  
Independent member

Chief Executive, BP Global Petrochemicals based in Shanghai 2011–2015. Controller, Head of Finance Function, BP Downstream 2006–2011. Various directorial positions at BP plc., including Chief Executive, Acetyls Business and Business Unit Leader, Head of Chemicals Strategy and CFO, Polymers & Olefins 1992–2006. Various positions at BP plc 1978–1992. Member of the Board and Investor at 3fbio Ltd 2017–. Member of the Supervisory Board of OTI Greentech AG 2017–. Member of the Board of Fosroc Group Holdings Limited 2009–. Chairman of i-Keg Ltd 2021–. Member of Neste's Audit Committee.

Holdings in Neste Corporation on 31 Dec 2021: 2,000 shares.<sup>1)</sup>



## Martina Flöel

(born in 1960)  
M.Sc. (Chemistry), Ph.D. (Chemistry)  
Member of the Board since 2017  
Independent member

CEO of Oxea 2007–2016. Managing Director and EVP, Europe of European Oxo in 2003–2007. Vice President Oxo Chemicals, Celanese Chemicals 2000–2003. Plant Manager Böhlen, Celanese Chemicals 1998–2000. Prior to 1998, various managerial and directorial positions in the Hoechst Group. Member of the Board of Directors of Sasol 2018–. Member of Neste's Personnel and Remuneration Committee.

Holdings in Neste Corporation on 31 Dec 2021: No holdings.<sup>1)</sup>

<sup>1)</sup> Holdings in Neste Corporation: own holdings and controlled entities.

# Members of the Board of Directors



## Jean-Baptiste Renard

(born in 1961)  
M.Sc. (Eng.) and an engineering diploma in petroleum economics from the French Petroleum Institute (IFP)  
Member of the Board since 2014  
Independent member

Founder and CEO, 2PR Consulting, independent energy expert and consultant. Several positions at BP 1986–2010; Regional Group Vice President for Europe and Southern Africa BP plc 2006–2010, Group Vice President, Business Marketing and New Markets, and Member of Downstream Executive Committee BP plc 2003–2006. Non-Executive Director of Masana Petroleum Solutions (South-Africa); Supervisory Board Member of IFP Training (France); Non-Executive Director of Exolum (Spain); Pro bono consulting for social entrepreneurs. Member of the Supervisory Board and Vice President of Entreprenre&+. Member of the Advisory Board of IFP School. Member of Neste's Personnel and Remuneration Committee.

Holdings in Neste Corporation on 31 Dec 2021: 22,950 shares.<sup>1)</sup>



## Jari Rosendal

(born in 1965)  
M.Sc. (Eng.)  
Member of the Board since 2018  
Independent member

President and CEO at Kemira since 2014. Various divisional President and Directorial positions, including Member of the Executive Board, at Outotec Oyj in 2001–2014. Various managerial and expert positions in the Outokumpu Group in Finland and the United States 1989–2001. Member of the Board of Directors of Chemical Industry Federation of Finland 2015–, Chairman of the Board of Directors 2017–2018 and Vice Chairman of the Board of Directors 2019–2020. Member of the Board of Directors of CEFIC, 2014–. Member of the Board of TT fund of the Confederation of Finnish Industries 2020–2021. Member of Neste's Audit Committee.

Holdings in Neste Corporation on 31 Dec 2021: No holdings.<sup>1)</sup>



## Johanna Söderström

(born in 1971)  
M.Sc. (Econ.)  
Member of the Board since 2020  
Independent member

Executive Vice President, Chief Human Resources Officer at Tyson Foods Inc. 2020–. Senior Vice President, Chief Human Resources Officer at the Dow Chemical Company 2014–2019. Vice President, Center of Expertise Human Resources at the Dow Chemical Company 2012–2014. Various directorial HR positions at Dow Chemical Company, Dow Europe GmbH and Dow Chemical Handels- und Vertriebsgesellschaft mbH 2007–2012. Head of Global Compensation & Benefits at Huhtamäki Oyj 2006–2007. Various specialist and managerial positions at Dow Europe GmbH, Dow Chemical Handels- und Vertriebsgesellschaft mbH and Dow Suomi Oy 1999–2006. Prior to 1999, various specialist positions at Oy L M Ericsson Ab. Member of Neste's Personnel and Remuneration Committee.

Holdings in Neste Corporation on 31 Dec 2021: 3,000 shares.<sup>1) 2)</sup>



## Marco Wirén

(born in 1966)  
M.Sc. (Econ.)  
Vice Chair of the Board since 2020  
Member of the Board since 2015  
Independent member

Chief Financial Officer, Nokia Corporation 2020–. President, Wärtsilä Energy & Executive Vice President, Wärtsilä Corporation 2018–2020. Executive Vice President and Chief Financial Officer Wärtsilä 2013–2018. SSAB, Executive Vice President and CFO 2008–2013. SSAB, Vice President Business control 2007–2008. Eitel Networks, CFO and Vice President Business Development 2002–2007; NCC, Vice President Business Development and Group Controller 1995–2001. Chair of Neste's Audit Committee.

Holdings in Neste Corporation on 31 Dec 2021: 3,000 shares.<sup>1)</sup>

## Sonat Burman-Olsson

(born in 1958)  
M.Sc. (Economics), Executive MBA, Strategic Management Studies

Member of the Board since 2019  
Independent member

– Member of the Board until 21 July 2021

<sup>1)</sup> Holdings in Neste Corporation: own holdings and controlled entities.  
<sup>2)</sup> Correction based on ownership existing prior to commencement of Board service.

## Board Committees

The Board has established an Audit Committee, which had five members until 21 July, 2021 when Sonat Burman-Olsson resigned from the Board. Since then, the Audit committee has had four members. Board has also established a Personnel and Remuneration Committee, which has four members. A quorum exists when more than two members, including the Chair, are present. All members are elected from amongst the members of the Board for a one-year term. The tasks and responsibilities of each committee are defined in their Charters, which are approved by the Board. The schedule and frequency of committee meetings are determined by the Chair and committee members. In addition, the Board of Directors can appoint committees as needed, for instance, for significant investment projects or other special tasks. Committees meet at least twice a year. Each committee reports regularly on its meetings to the Board. Reports include a summary of the matters addressed and the measures undertaken. Each committee conducts an annual self-evaluation of its performance and submits a report to the Board.

### Audit Committee

Under its Charter, the Audit Committee shall consist of a minimum of three Board members that are independent of the Company and its subsidiaries, and at least one of whom shall be independent of Neste's major shareholders. Members are required to have sufficient knowledge of accounting practices and the preparation of financial statements and other qualifications that the Board deems necessary. The Audit Committee is permitted to use external consultants and experts when deemed necessary.

### Duties

The responsibilities and duties of the Audit Committee are defined in detail in the Charter approved by the Board.

### 2021

Starting from 30 March 2021, the Audit Committee comprised Marco Wirén (Chair), John Abbott, Sonat Burman-Olsson, Nick Elmslie and Jari Rosendal until 21 July 2021, when Sonat Burman-Olsson resigned and the Audit Committee continued with four members. In 2021, the Audit Committee convened seven times, and the attendance rate was 96.6%. In addition to the tasks specified in its Charter, including those relating to external and internal audit, the Audit Committee supervised and reviewed the Company's financial, non-financial and sustainability reporting. The Audit Committee also focused on risk and compliance management, including in relation to financial, market and geopolitical risks but also certain other risk areas, such as IT systems, segregation of duties and cyber security. Moreover, the Audit Committee also monitored e.g. legal and tax matters.

### Personnel and Remuneration Committee

The Personnel and Remuneration Committee consists of the Chair of the Board and at least two non-executive members of the Board.

### Duties

The responsibilities and duties of the Personnel and Remuneration Committee are defined in detail in the Charter approved by the Board.

### 2021

Starting from 30 March 2021, the Personnel and Remuneration Committee comprises Matti Kähkönen (Chair), Martina Flöel, Jean-Baptiste Renard and Johanna Söderström. The Personnel and Remuneration Committee convened seven times in 2021, and the attendance rate was 100.0%. During 2021, the Personnel and Remuneration Committee continued to focus on reviewing and developing Neste's total remuneration and talent management and development to support the Company's operational and strategic targets. In line with duties coming from its Charter, the Personnel and Remuneration Committee also followed up the ongoing performance period 2021 and outcomes of the rewarding based on 2020 results. To further ensure the implementation of our strategy, international growth and leadership in sustainability the Committee led the special project on developing total compensation at Neste. In addition, the Personnel and Remuneration Committee has followed up the personnel engagement level based on the Company's Forward survey and Pulse survey results. Following up the implementation of the strategic capability development programs and the COVID-19 pandemic continuity plan were also in focus during the year.

## President and CEO

Neste's President and CEO Peter Vanacker (b. 1966, M.Sc., Chemical Engineering, Polymers Engineering), manages the Company's business operations in accordance with the Finnish Companies Act and instructions issued by the Board of Directors. The President and CEO shall oversee the executive management of the company in accordance with instructions and orders given by the Board of Directors, and is responsible for ensuring that the Company's accounts are in compliance with the law and that its financial affairs have been arranged in a reliable manner. The President and CEO is appointed by the Board of Directors, which evaluates the performance of the President and CEO annually and approves his remuneration on the basis of a proposal by the Personnel and Remuneration Committee. Information on the remuneration of the President and CEO can be found in the 2021 Remuneration report.

### **Executive Committee**

The ExCo assists the President and CEO in managing the company and in the deployment of the Company's strategic and operational goals. Members are appointed by the Board of Directors. The ExCo meets regularly, on average once a month. Information on the remuneration of the members of the ExCo can be found at [neste.com](https://www.neste.com).

#### **2021**

During 2021 the ExCo comprised 12 members, except for the period between 27 July 2021 and 30 November 2021 when the number of members was 11. The ExCo had 12 meetings during the year, and also met outside such meetings in relation to specific themes. In addition to supporting the President and CEO in the fulfillment of his general duties, the ExCo continued during 2021 to work with the development and execution of the company's strategy aiming at global leadership in renewable and circular solutions. In such context, the strategic focus areas included, among others, the continued scale-up of the company's

renewables businesses as well as the expansion of the company's renewables feedstock platform and production capabilities, including the on-going Singapore expansion project and the project for a possible next worldscale renewables refinery in Rotterdam. Another focus area was the development of the company's innovation activities through the business platforms and the chemical recycling of waste plastic platform. The ExCo also dealt with the company's broadened sustainability vision, including the new target for Scope 3 emissions and the company's other climate commitments. The restructuring of the Oil Products' business initiated in 2020 and the Porvoo 2021 turnaround project were also closely followed by the ExCo. In addition, a number of other matters were given special attention during the year, including people and talent development, the company's M&A and investment activities, the company's operational excellence program, cash flow development and cost saving efforts, IT and cybersecurity matters as well as sustainability and compliance matters. The company's safety, financial and operational performance were regularly monitored by the ExCo.

# Members of the Executive Committee



## Peter Vanacker

(born 1966)  
 President and CEO, Chair of the Executive Committee  
 M.Sc. (Chemical Engineering, Polymers Engineering)  
 President and CEO since 2018

President and CEO Peter Vanacker has on 9 December 2021 given notice of his resignation from the company. He will leave his position at Neste at the latest in June 2022.

Joined the company in 2018. Served as CEO and Managing Director, CABB Group GmbH 2015–2018 as well as CEO & Managing Director of Treofan 2012–2015. Worked as Executive Vice President and Member of the Executive Board of Bayer MaterialScience (today Covestro AG) 2004–2012 with responsibility of the global Polyurethanes business and as Chief Marketing and Innovation Officer. Before that had several directorial and managerial positions in Belgium, Brazil, US and Germany at Bayer since 1990. Chair of the Advisory Board for the European Institute for Industrial Leadership. Member of the Supervisory Board of Symrise AG.

Holdings in Neste Corporation on 31 Dec 2021:  
 40,512 shares.<sup>1)</sup>



## Mercedes Alonso

(born 1966)  
 Executive Vice President,  
 Renewable Polymers and Chemicals  
 M.Sc. (Chem)  
 Member of the Executive Committee since 2019

Joined the company in 2019. Responsible for the Renewable Polymers and Chemicals business unit. Previously served as Marketing Director Advanced Polymer Solutions Europe in LyondellBasell in 2019, Managing Director Eng. Composites Europe 2016–2019, and Global Director Corporate Marketing in A. Schulman Inc. 2013–2016, as well as Global Business Excellence Leader, Advanced Materials in Dow Chemical Inc. Europe GmbH 2010–2013. Member of the Board of The European Chemical Industry Council (Cefic) 2020–.

Holdings in Neste Corporation on 31 Dec 2021:  
 0 shares.<sup>1)</sup>



## Panu Kopra

(born 1972)  
 Executive Vice President,  
 Marketing & Services  
 BBA, MBA  
 Member of the Executive Committee since 2016

Joined the company in 1996. Responsible for the Marketing & Services business unit. Previously served as Vice President in Oil Retail Sales in Finland and Baltic Rim 2014–2015, Vice President in Oil Retail Russia and Baltic Rim 2010–2014, General Manager in St. Petersburg Russia in 2009, Business Development Manager in Renewable Products 2007–2008, Sales Director in 2006, General Manager in Latvia 2003–2005 and in several other positions in the company.

Holdings in Neste Corporation on 31 Dec 2021:  
 11,355 shares.<sup>1)</sup>



## Markku Korvenranta

(born 1966)  
 Executive Vice President, Oil Products  
 M.Sc. (Eng)  
 Member of the Executive Committee since  
 December 2021

Joined the company in December 2021. Responsible for the Oil Products business unit. Served previously as SVP, Group Portfolio Development at Marquard & Bahls, in Germany, 2019–2021. EVP, Base Chemicals & Member of Executive Board in Austria, 2010–2018. Before that had several directorial and managerial roles at Borealis in Austria, Finland, Denmark and Belgium 1994–2010. Has also served in various roles at Neste Chemicals in Finland, 1990–1994. Member of the Board of Directors of Nordic Electrofuel in Norway, 2020–.

Holdings in Neste Corporation on 31 Dec 2021:  
 0 shares.<sup>1)</sup>

<sup>1)</sup> Holdings in Neste Corporation: own holdings and controlled entities.

# Members of the Executive Committee



## Thorsten Lange

(born 1963)  
Executive Vice President,  
Renewable Aviation  
M.Sc. (Banking and Auditing)  
Member of the Executive Committee since 2020

Joined the company in 2020. Responsible for the Renewable Aviation business unit. Previously served as Head of Fuel Procurement (global) at Lufthansa Group 2001–2019. Has also served as Product Manager, Automotive Lubricants at FUCHS DEA Schmierstoffe GmbH&Co KG 1999–2001, Director Industry Lubricants at DEA Mineraloel AG 1998–1999 as well as Marketing Manager and Pricing Groundfuels at DEA Mineraloel AG 1992–1997. Member of the IATA Fuel Steering Group. Previously as the Chairman of the IATA Commercial Fuel Group and Member of the IATA Fuel Working Group as well as a Member of the Star Alliance Fuel Advisory Group.

Holdings in Neste Corporation on 31 Dec 2021:  
0 shares.<sup>1)</sup>



## Matti Lehmus

(born 1974)  
Executive Vice President,  
Renewables Platform  
M.Sc. (Eng.), eMBA  
Member of the Executive Committee since 2009

Joined the company in 1997. Responsible for the Renewables Platform. Previously responsible for the Oil Products business area 2014–2019. Has also served as Executive Vice President of the Oil Products and Renewables business area 2011–2014, Executive Vice President of the Oil Products business area 2009–2010, Vice President of the Base Oils business in the Specialty Products Division 2007–2009, Vice President of Oil Refining Business Development in 2007 and Gasoline Exports and Trading Manager 2004–2007 in the Oil Refining Division. Member of the Board of the Chemical Industry Federation of Finland 2019–2021. Member of the National Emergency Supply Council 2018–.

Holdings in Neste Corporation on 31 Dec 2021:  
17,511 shares.<sup>1)</sup>



## Carl Nyberg

(born 1979)  
Executive Vice President,  
Renewable Road Transportation  
M.Sc. (Economics and Business Administration)  
Member of the Executive Committee since 2019

Joined the company in 2005. Responsible for the Renewable Road Transportation business unit. Served in various positions at Neste, most recently as Vice President of Sales Scandinavia of the Renewable Products business area 2016–2019, Vice President, Supply, Oil Products at Neste Geneva 2014–2016 and Trading Manager, Crude Oil 2013–2014. Managing Director of Neste AB 2017–2019. Member of the Board of eFuel Alliance e.V. 2021–.

Holdings in Neste Corporation on 31 Dec 2021:  
5,837 shares.<sup>1)</sup>



## Minna Aila

(born 1966)  
Senior Vice President,  
Sustainability and Corporate Affairs  
LL.M.  
Member of the Executive Committee since 2020

Joined the company in 2020. Senior Vice President, Sustainability and Corporate Affairs. Served previously as the EVP Marketing & Corporate Affairs at Konecranes 2018–2020, VP, Corporate Affairs at Nokia 2015–2018, SVP, Marketing, Communications & Corporate Responsibility at Outotec 2012–2015 as well as Head of Communications, Federation of Finnish Financial Services 2010–2012. Various roles in global communications, investor relations, corporate responsibility and government relations at Elcoteq 2004–2009. Various roles at European Commission 1992–2004. Chair of the EU and Trade Policy Committee at the Confederation of Finnish Industries EK. Vice Chair of the Business at OECD Trade Committee. Member of the Board at Finland-China Trade Association, National Defense Course Association and Savonlinna Opera Festival.

Holdings in Neste Corporation on 31 Dec 2021:  
1,930 shares.<sup>1)</sup>

<sup>1)</sup> Holdings in Neste Corporation: own holdings and controlled entities.

# Members of the Executive Committee



## Hannele Jakosuo-Jansson

(born 1966)  
Senior Vice President,  
Human Resources, HSSEQ and Procurement  
M.Sc. (Eng.)  
Member of the Executive Committee since 2006

Joined the company in 1990. Senior Vice President of Human Resources, HSSEQ and Procurement. Previously responsible for the Group's Human Resources and Safety corporate functions. Served as Vice President, Human Resources at Oil Refining (2004–2005) and Laboratory and Research Manager at the Technology Center (1998–2004). Member of the Board of Directors of Finnair Plc.

Holdings in Neste Corporation on 31 Dec 2021:  
32,133 shares.<sup>1)</sup>



## Lars Peter Lindfors

(born 1964)  
Senior Vice President,  
Innovation  
Ph.D. (Tech.), MBA  
Member of the Executive Committee since 2009

Joined the company in 2007. Senior Vice President of Innovation. Previously responsible for Research & Development, Investment Management, Information Technology, Procurement, and Business Processes. Served previously as Senior Vice President, Technology and Strategy 2009–2012, Vice President for the company's Research and Technology unit 2007–2009, Executive Vice President, Renewal and Development and Member of the Executive Team, Perstorp Group 2001–2007, and prior to that at Neste as R&D Manager and various other positions 1989–2001. Member of the Board of the Fortum and Neste Foundation.

Holdings in Neste Corporation on 31 Dec 2021:  
20,992 shares.<sup>1)</sup>



## Jyrki Mäki-Kala

(born 1961)  
Chief Financial Officer,  
Strategy and IT  
M.Sc. (Econ.)  
Member of the Executive Committee since 2013

CFO Jyrki Mäki-Kala will retire during the spring 2022.

Joined the company in 2013. Chief Financial Officer and responsible for the Group's strategy, financial management, investor relations, M&A, IT, business processes and risk management. Served at Kemira in various business and corporate financial positions 2005–2013 and as CFO 2008–2013. Previously worked for Nokia Chemicals/Finnish Chemicals in various finance and business positions 1988–2005. Member of the Supervisory Board of Ilmarinen Mutual Pension Insurance Company. Member of the Board of Directors and Audit Committee of Anora Group Plc.

Holdings in Neste Corporation on 31 Dec 2021:  
28,800 shares.<sup>1)</sup>



## Christian Ståhlberg

(born 1974)  
General Counsel  
LL.M.  
Member of the Executive Committee since 2017

Joined the company in 2017. Responsible for the Group's legal affairs and compliance. Secretary to the Executive Committee, the Board of Directors, the Audit Committee, the Shareholders' Nomination Board and to the Stakeholder Advisory Panel. Served previously as General Counsel of Rettig Group Ltd 2015–2017, Director, Legal in Pohjola Bank plc 2011–2014, Senior Legal Counsel in Neste Oil Corporation 2007–2011 and Senior Associate in Roschier Attorneys Ltd 1998–2007.

Holdings in Neste Corporation on 31 Dec 2021:  
3,297 shares.<sup>1)</sup>

## Marko Pekkola

(born 1969)  
M.Sc. (Energy Technology)  
Executive Vice President,  
Oil Products until July 2021.

Member of the Executive Committee from 2019 until 27 July 2021.

- decided to continue his career outside Neste in July 2021.

## Martti Ala-Härkönen

(born 1965)  
Dr.Sc. (Econ.), Lic.Sc. (Tech.)

- has been appointed as Chief Financial Officer (CFO), Strategy and IT and member of the Neste Executive Committee and will take up the position on 8 May 2022, at the latest.

<sup>1)</sup> Holdings in Neste Corporation: own holdings and controlled entities.

## Company Auditor

The AGM elects the Auditor annually. The Auditor's term of office ends at the end of the next AGM following election.

The Auditor is responsible for auditing the Company's accounts, its financial statements, and Neste's administration. The Auditor's Report covers the Consolidated Financial Statements and the Parent Company's Financial Statements, and can be found in the [Financial Statements](#) section of the Annual Report.

### 2021

The 2021 AGM elected KPMG Oy Ab as the Company's new auditor, and Authorized Public Accountant Mrs. Virpi Halonen acted as the auditor with principal responsibility.

The statutory audit fees in 2021 were EUR 1.3 million, and other fees charged amounted to EUR 1 million.

## Internal Audit

Neste's Internal Audit provides independent and objective assurance and advisory services designed to add value and improve the operations of Neste. As a component in the corporate governance process, it supports the organization by bringing a systematic approach to evaluating and improving the effectiveness of risk management and control and governance processes.

Internal Audit's activities encompass objective examinations for the purpose of providing assessments to the Neste's Board Audit Committee and

management on the adequacy and effectiveness of governance, risk management and control processes at Neste. The scope of Internal Audit assessments include, among others, evaluating that risk management practices are in place, significant risks are appropriately identified and managed, key policies and guidelines exist and are documented and effectively implemented, organizational structures and governance models enable efficient decision making and steering system, roles and responsibilities are clear, and results of operations and programs are consistent with established goals and objectives.

Internal Audit work is carried out based on an annual Internal Audit Plan. Neste's strategic objectives, key projects and identified risks are key elements in the audit planning process. The Vice President of Internal Audit reports periodically to the senior management and the Board Audit Committee Internal Audit's activities relative to the annual plan, including audit recommendations and action plans established by organizations aiming for the continuous improvement and mitigation of risks.

Internal Audit is also responsible for conducting special assignments on behalf of management or the Board Audit Committee. As a member of Neste's Investigation Group, the Vice President of Internal Audit participates in the investigation of suspected misconduct and breaches of Neste's policies, principles and applicable laws and regulations. To assure an effective, efficient and value adding process, Internal Audit cooperates actively with other Neste's assurance service functions (Corporate Risk Management, Internal Control and Compliance) and top management and shares best practices from a process and governance point of view.

Internal Audit follows the mandatory elements of The Institute of Internal Auditors' International Professional Practices Framework, including the Professional Practice of Internal Auditing. The Internal Audit reports directly to the Board of Directors' Audit Committee and administratively to the President and CEO. The Board of Directors is responsible for approving the Internal Audit Charter and the annual Internal Audit Plan. Internal Audit Charter includes the determination regarding Internal Audit position, operational model, process and reporting lines. Internal Audit has at least annually a non-executive meeting with the Audit Committee members and the Audit Committee Chair. The Vice President of Internal Audit is responsible for the internal audit activities specified in the Internal Audit Charter.

### 2021

Internal Audit performed internal audits set out in the Internal Audit Plan 2021 and special assignments assigned by the senior management and the Board Audit Committee. The Internal Audit function continued to strengthen cooperation with other Neste assurance functions such as compliance, risk management and internal controls with an aim to integrate activities and reporting to the management.

Neste's key business processes, projects and risk areas were in focus during the year 2021, including for example trade sanction compliance process, excise tax management process and Neste Green Finance Framework.

### **Compliance function**

Neste is committed to high ethical standards and conducts its business and operates in compliance with applicable laws, regulations and generally accepted practices for good corporate governance. Neste's Code of Conduct, which was renewed in 2021, sets the framework for Neste's global business operations, and establishes the ethical practices to guide Neste employees in their day-to-day business activities and decisions. Neste also requires suppliers and other business partners to comply with applicable laws and expects them to follow equivalent ethical business standards as stated in the Code of Conduct, as further described in our Supplier Code of Conduct. More info on Neste's Code of Conduct in [Neste's Sustainability Report](#) and in [Neste's external web pages](#).

The purpose of Neste's Compliance function is to develop, establish, facilitate and oversee compliance procedures and programs aimed at ensuring that Neste's global organisations have effective systems and processes in place for identifying, preventing, detecting and correcting non-compliance with applicable laws, regulations and Neste's internal rules. The function supports Neste's management in their responsibility for overall compliance risk management, as well as Neste's organizational unit management in their responsibilities to identify and manage compliance risks related to their operations.

The compliance function works in close collaboration with Neste's business units, functions and other internal assurance organizations, in particular the Risk Management, Internal Control and Internal Audit

functions. The compliance function is headed by the Chief Compliance Officer (CCO), who reports to Neste's General Counsel. The CCO reports on compliance activities on a regular basis to the ExCo and to the Board of Directors' Audit Committee. Neste also has an Ethics and Compliance Committee, which oversees and steers the management of the ethics and compliance program in Neste. Reports on suspected misconducts received via the company's externally operated and other reporting channels are investigated in accordance with applicable laws and Neste's internal Misconduct Investigation Standard.

In addition to other reporting channels, Neste has also an externally operated misconduct reporting system, Ethics Online, available to all Neste's internal and external stakeholders, including various actors in its supply chains. Ethics Online serves as a grievance mechanism and enables Neste's stakeholders to raise concerns related to alleged misconduct in Neste's practices. Neste's Investigation Group is responsible for evaluating and investigating such reported cases. Neste has a non-retaliation policy for concerns reported in good faith. Neste's main principles and policy followed in internal misconduct investigations is described in the company internal Misconduct Investigation Standard. The possible irregularities or misconducts are reported regularly to the Board of Directors' Audit Committee.

### **Insider administration procedures**

Neste complies with the EU Market Abuse Regulation (596/2014), including related regulation, as well as Nasdaq Helsinki Ltd's Insider Guideline as a minimum

standard on insider matters. In addition, the Board of Directors has approved the Company's own Guidelines for Insiders.

The Company's General Counsel is responsible for the coordination and supervision of insider matters, along with the insider register manager, the insider communication manager and individuals responsible as heads of project-specific registers. All the above individuals have their own deputies. In addition, the head of each organizational unit is responsible for supervising insider matters within his or her organization. The Company arranges training related to the insider guidelines.

The creation and maintenance of a project-specific insider register is the responsibility of the head of such register, who is named in the relevant project-specific insider register.

The Company has defined, as persons discharging managerial responsibilities, the members of the Board of Directors and its secretary, the President and CEO, as well as the members of the ExCo and its secretary. These managerial persons and their closely associated persons must report their own transactions conducted with the Company's financial instruments or financial derivatives to the Company and the Financial Supervisory Authority without delay, and no more than three business days of completing the business transaction. Reports to the Company and the Financial Supervisory Authority can be made by following the instructions on [neste.com/trading](https://neste.com/trading).

The Company has also named certain other persons as core persons as they have better or more information about the Company than the market.

These individuals are typically those who prepare the Company's Interim Reports and Financial Statements, persons responsible for the Company's finances, financial reporting or communication, or persons who have access to said information, as well as certain individuals in executive positions.

Persons discharging managerial responsibilities and core persons may not trade with or conduct business with the Company's financial instruments for themselves or a third party, directly or indirectly during the period from the closing date of an interim or annual accounting period to the date of publication of the interim report or financial statements for that period. The minimum period concerned is always a minimum period of 30 days prior to the date of publication of the interim report or the financial statements, including the date of publication ('closed window').

The Company also maintains a project- or event-specific list of insiders for all individuals that have access to insider information and that are employed by the Company or otherwise perform tasks that provide them access to insider information. Individuals who participate in the development and preparation of projects or events that involve insider information, such as mergers and acquisitions, are considered project- or event-specific insiders. Project-specific insiders may not trade or conduct other business using the Company's financial instruments during the project.

## **Main features of internal control and risk management systems pertaining to the financial reporting process**

### **Objectives**

The objective of internal control over financial reporting at Neste is to provide a reasonable assurance with regard to the financial reporting and the preparation of financial statements in accordance with the applicable laws and regulations and the internal requirements.

The system of internal controls at Neste Corporation is based on the framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

Management sets its level of risk appetite by defining the Group-level control objectives. Control Objectives set the Group's minimum control requirements for the control activities in financial and business processes in order to mitigate the underlying key risks and establish the desired level of assurance for correct financial reporting, adherence with the regulations and policies, and prevention of fraud. Group-level control objectives are endorsed by the Executive Committee and Audit Committee and reflect the top management guidelines, auditor reports, policies and regulations Neste complies with, as well as Neste Internal Control Principle and control requirements defined in Controls over Financial Reporting standard (COFR).

### **Control environment**

Under the Finnish Companies Act, the Board of Directors is responsible for ensuring that there is adequate control over the Company's accounts and

finances. Responsibility for arranging this control is delegated to the President and CEO, who is required to ensure that the Company's accounts are in compliance with the law and that its financial management has been arranged in a reliable manner.

The internal control at Neste is based on the corporate structure whereby the operations are organized into organizational units. The heads of business units and finance function are responsible for establishing and maintaining appropriate, up-to-date, effective and adequate controls over financial reporting. Operational management owns the risks and controls and is responsible that controls and deficiency related corrective actions are implemented.

In order to provide additional assurance, Neste has established an Internal Control function, which is responsible for coordinating the Group-wide internal control development and monitoring. The Head of Internal Control reports on its activities on a regular basis to the Executive Committee and to the Board of Directors' Audit Committee which monitors the effectiveness of the Company's Internal Control. Internal Control follows up and verifies that actions are taken by the respective operational management.

Neste has prepared and established its own Internal Control Principle in accordance with the COSO framework. Internal Control Principle emphasizes the importance of internal controls and clarify the responsibilities of the Three Lines for establishing effective controls in business processes. Neste's values and management system containing the formal Code of Conduct are the foundation of the control environment. The President and CEO and corporate management are responsible for emphasizing the importance of ethical principles and correct financial reporting.

### **Risk assessment**

As a prerequisite for risk assessment, the organization's objectives need to be established. With respect to financial reporting, the general objective is to have reliable reporting and ensure that transactions are recorded and reported completely and correctly. The assessment of risk includes risks related to fraud.

Additional information on risk management principles is available in the Risk Management section of the Annual Report.

### **Control activities**

Neste control activities include instructions, guidelines and procedures to ensure that the actions identified by management to address the relevant risks are carried out effectively. The most important guidelines related to financial reporting systems and practices are documented in Neste Internal Control Principle, Access Risk Management Principles, the Controls over Financial Reporting standard (COFR), Process charts, month end workflows and detailed Finance Instructions.

Key control activities are documented in a global control catalog covering each business or financial process. Group-level policies and guidelines are documented in the Neste Management System.

### **Communication**

Neste corporate-level communication practices support the completeness and correctness of financial reporting. Neste personnel have access to adequate information and communication regarding accounting and reporting principles and guidelines. The main means of communicating the relevant matters for

appropriate financial reporting consist of internal control training, detailed Finance Instructions containing accounting principles and guidelines for forecasting and reporting, info sessions, on-the-job training, process walk-throughs, and postings on internal channels and pages.

Neste business units prepare regular financial and management reports for the management review, including analysis and comments of financial performance. The Executive Committee and the Board of Directors receive financial reports monthly. Interim Reports are reviewed in Audit Committee meetings, and thereafter by the Board of Directors.

### **Monitoring**

Management regularly monitors the effectiveness of the controls, as a control that was initially effective can become ineffective due to changes in the operating environment. Changes can also take place in the controls due to changed processes, IT systems or personnel.

The Board of Directors and the Audit Committee regularly review the financial performance including reviewing whether there is an adequate level of process to evaluate the risks and effectiveness of controls related to the financial reporting process at all levels of the organization. The Audit Committee oversees the Company's finances, financial reporting, risk management, as well as the Internal Control and Internal Audit functions, as part of the Company's corporate governance. Internal control deficiencies are communicated in a timely manner to those parties responsible for taking corrective action, and to management and the Board's Audit Committee as appropriate.

Corporate Internal Audit assesses annually the operational model and practices of internal control over Neste's financial reporting as part of business- and process-level audits.

The Internal Control function also conducts separate tests to assess the adequacy of internal controls in business processes, recommends corrections and reports the gaps to the respective management teams.

### 2021

In 2021, the internal control activity focus has been on three key areas:

First, establishing a renewal business remediation program under direct supervision of the renewable business EVPs and with the aim at addressing control improvements that not only mitigate risks, but also bring advancement in business processes. Concrete improvements have been recorded in process lead times and networking capital.

The second focus area has been on strengthening the control monitoring and control automation technology. Neste has purchased the licenses for GRC Process Control solution and the first phase of implementation project is concluded in 2021. The first phase implementation brings capabilities for worldwide control performance and monitoring. The second phase, scheduled to start in spring 2022, will bring automation capabilities for continuous control monitoring. Significant monetary investment is in the financial plans for the second phase.

The third focus area has been on achieving a step improvement in the Segregation of Duties related controls. A new round of risk review, role design and mitigating processes, was implemented inside the S/4 Hana upgrade program and it is expected to yield improved KPIs by S/4 go live, early 2022.

Key to success in developing the control environment has been the ongoing close cooperation between the Internal Control function and business owners, through a network of process owners and risk owners established at all levels of the organization.

The tone at the top by the senior management has also encompassed topics on implementing the internal controls as a component of the successful execution of the strategy and business objectives. The Executive Committee is monitoring closely the status of internal controls company-wide.

Deep dives and cooperation with the external auditor, KPMG, have been performed and analysis results are being followed up by the Audit Committee.

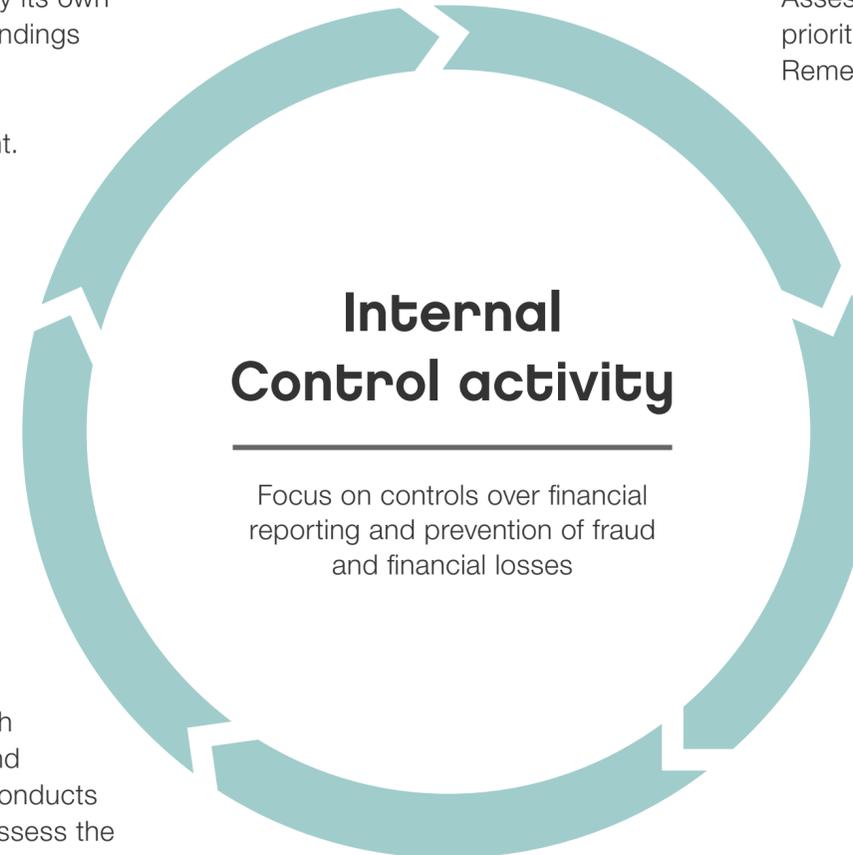
## Building effective Internal Control is an ongoing process driven by strategy and control objectives

### Remediation

Internal Control follows up and supports the implementation of management actions identified by its own testing or auditor findings and that relate to strengthening the control environment.

### Scope

Defined based on Regulatory environment, Strategic Objectives, Assessment of Risks, Audit Committee priorities, change programs and Remediation actions.



## Internal Control activity

Focus on controls over financial reporting and prevention of fraud and financial losses

### Monitoring, testing and reporting

Internal Control employs tools, such as RPA, Celonis and SAP GRC, and it conducts separate tests to assess the performance of the internal controls and detect gaps and areas for improvement. Findings are reported to relevant stakeholders.

### Control development

In partnership with business and process owners, define and enhance the controls. Increase control automation and monitoring capabilities. Keep up-to-date control catalogs. Create and update requirements and guidelines.

### Training and communication

Clarify Control Requirements and tools. Support operational management and process owners in deploying controls in the organization. Perform an active role in communication with both personnel and stakeholders on important updates.

### Performance Management Process

Neste's Performance Management Process plays an essential role in helping the Group attain its strategic goals and reinforcing its performance-driven mindset. Neste has taken a step change in developing its performance leadership towards a more agile model supporting daily operations.

Performance management comprises daily leadership, through which individuals, teams, units and the Company can achieve selected strategic priorities and develop organizational capability. Performance leadership is used to ensure that everyone knows the values and objectives of the Company, and their short- and long-term objectives, and what kind of competence is needed and developed to achieve these objectives.

Individual and team objectives are based on Neste's strategy and way of working. There is a clear link between wellbeing at work and good leadership performance.

The key elements in the Neste daily performance leadership approach are:

- setting challenging objectives and following them through
- supporting the achievement of objectives with up-to-date feedback
- evaluating one's own performance and results
- developing ways of working and taking responsibility for one's own competence development

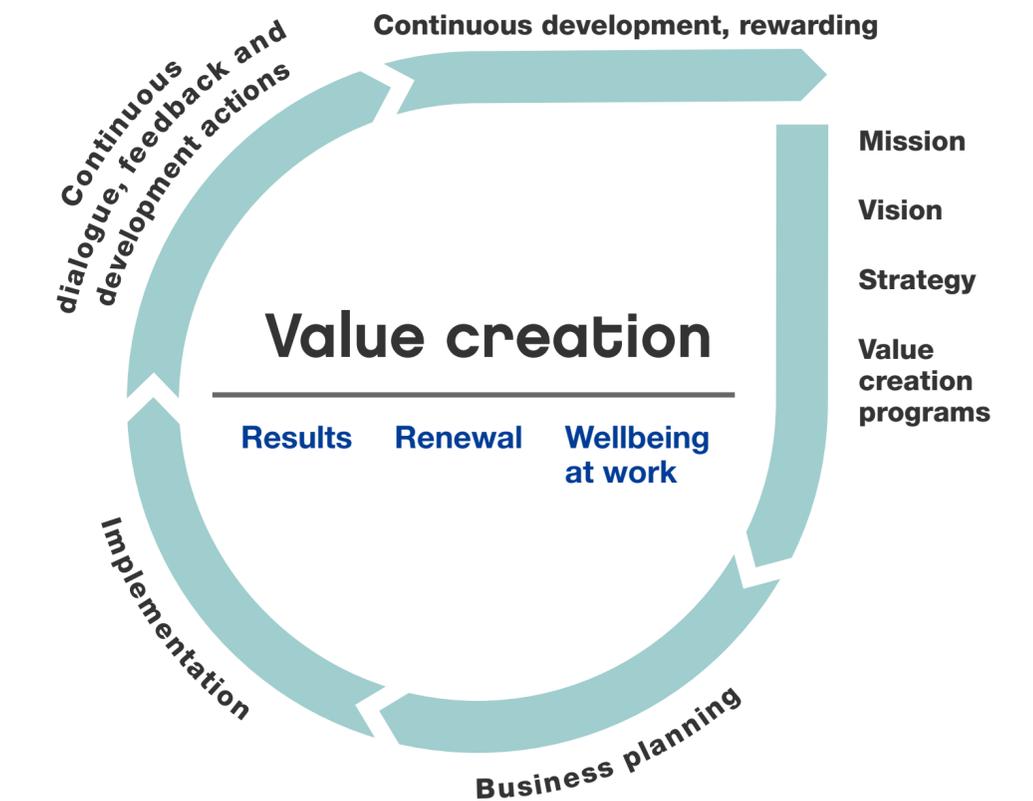
- holding regular personal development discussions and check-in discussions that support day-to-day work.

From a financial outlook and reporting point of view, the Neste Performance Management Process consists of long-term financial projections based on the strategy and Performance Planning covering the mid-term (3 years) outlook. During the year, performance is evaluated in weekly Management Reporting, the monthly Business Review, and the bi-annual Common Functions Review.

Financials and KPIs related information is evaluated against the strategic goals and business plans, and required actions are steered and followed throughout the year.



### Performance Management Process



# Risk management

## Risk management objectives and scope

Neste recognizes risk management as an integral part of sound management practice and an essential element of good corporate governance. Risk as an element of uncertainty (opportunity or threat) is an inevitable component of running the business. Systematic risk management practices are the means to ensure that Neste is successful in achieving the set strategic goals and business objectives and is able to maintain continuous operations in a changing business environment.

Neste's risk management practices can be characterized by the following statements:

- The company emphasizes risk aware culture and proactive management of risks.
- Risk management is a continuous process that is subject to improvement to reflect changes in the external and internal environment.
- The purpose of risk management is to analyze and manage all opportunities and threats that the company may encounter. By exploiting opportunities and reducing threats, Neste gains a competitive advantage.
- Risks are managed as an integrated part of planning, decision making, and operational processes with a defined structure of roles and responsibilities.
- Sufficiency of risk treatment actions and controls is monitored systematically.

## Risk management framework and principles

Framework and principles for risk management have been defined in the Neste Corporate risk management policy, which has been approved by the Board of Directors. The policy is supplemented by risk management principles, guidelines, and instructions for specific risk disciplines.

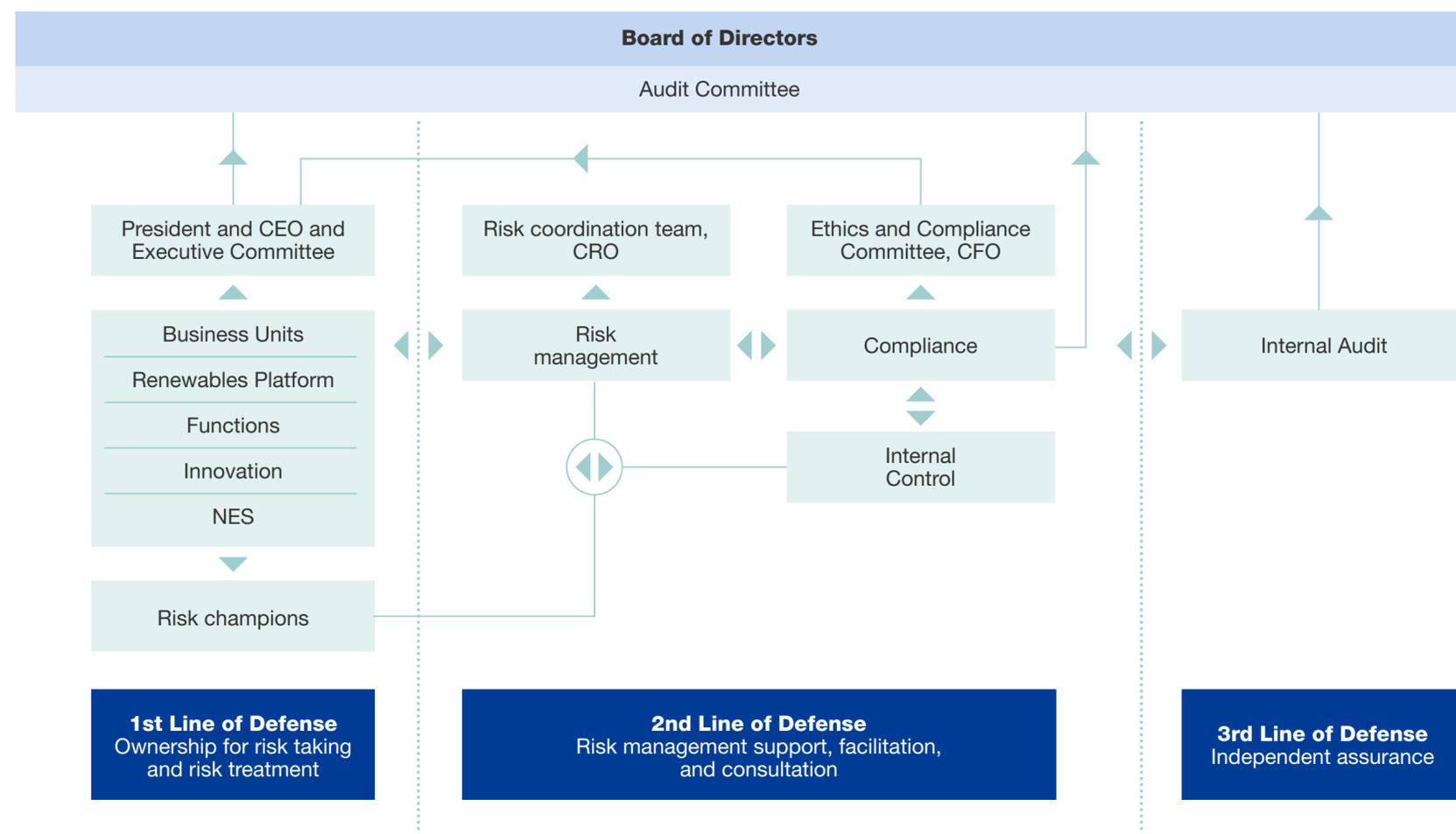
Neste's risk management framework and processes are aligned with the internationally recognized best practices for risk management (COSO: Enterprise Risk Management – Integrating with Strategy and Performance; and ISO 31000:2009 standard).

In Neste's risk model, risks are classified into external, strategic, and preventable risks that are more operational in nature.

- External risks are exposures that cannot be fully influenced or controlled by Neste. The main risk classes are changes in the external environment and risks in the extended enterprise.
- Strategic risks relate to strategic choices, strategy implementation, and risks in the planning and execution of major projects (e.g. refinery turnarounds). Strategic risks are not inherently undesirable as they typically contain both upside and downside risk potential.
- The third category of risks, preventable risks, consists of various risk classes that arise within the organization and are mostly controllable. In general, Neste does not gain strategic benefits from taking these risks.



## Risk governance



### Risk governance

The Neste Board of Directors has the ultimate accountability for risk oversight. Among other duties the Board is in this role responsible for setting the Group's risk appetite and for approving the Risk Management Policy.

The practical implementation, development and monitoring of risk management processes is based on the three lines of defense model. The model distinguishes between:

#### 1st Line of Defense

The first line of defense is responsible for setting the objectives, managing day-to-day performance and reinforcing risk responses in order to achieve the set targets. At Neste, the first-line actors include Business Units and Functions in their first-line roles. As a part of the first line of defense, Neste's President and CEO and the Neste Executive Committee have the overall accountability for appropriate risk management practices.

In practice, Business Units and Functions own and manage risks with the help of a dedicated network of risk champions and coordinators. The role of the risk champions/coordinators is to represent different risk disciplines and to ensure that risk discussions are embedded in everyday management routines.

#### 2nd Line of Defense

The role of the actors in the second line of defense is to provide guidance, support, facilitation, and consultation for risk management. The second line of

defense needs to have some degree of independence from the first line of defense in order to be able to challenge the first line in managing performance and making risk-informed decisions.

At Neste, the second line of defense includes Functions in their second-line roles and specialist teams (corporate risk management, compliance and internal controls). In addition, Neste has established a separate Ethics and Compliance Committee that aims at increasing management oversight of compliance- and ethics-related issues within the Group. The Committee also ascertains the adequacy of mitigation actions in higher risk compliance areas.

The corporate risk management team has the overall responsibility to confirm that risk management activities are carried out consistently throughout Neste Group and all risk classes. Corporate risk management also drives the overall development of risk management practices and tools. The team is supported by the network of risk champions and coordinators.

#### 3rd Line of Defense

Internal Audit as an independent team evaluates the effectiveness and efficiency of the corporate-level risk governance model and related risk management processes, including the effectiveness of internal controls and other risk treatment actions in the scope of each audit. Internal Audit also provides recommendations for improvement areas.

## Risk reporting

Risk reporting aims at the transparent, consistent, and comprehensive communication of risk status in different areas. As a result of risk reporting, the Company's risk profile can be compared with the defined risk appetite and it can be concluded whether additional risk treatment actions are needed.

Communication regarding the most important risk issues takes place along the strategic planning and performance management cycle.

Formal risk reporting is directed to the Business Unit and Function management teams, the Neste Executive Committee, the Audit Committee, and the Board of Directors. The Corporate risk management team is responsible for aggregating risk information for reporting to different internal and external audiences.

## Risks relating to Neste's business

In the pursuit of its objectives and targets, Neste is exposed to different risk factors that stem from the external environment, internal decision making, operating processes, and systems in use. The most significant risk factors relate to the areas mentioned below. Any one of the risks, either singly or in the aggregate, may have a material adverse effect on Neste's business, financial condition, operating results, and future prospects.

### External risks – Economic conditions, Geopolitics, Pandemic

Overall market volatility, geopolitical tensions and the risk of an economic slowdown may have an adverse effect on the market conditions for the supply of feedstock and sales of refined products. During 2021, the global economic and financial markets started to recover from the heavy impact brought by the

COVID-19 pandemic. The continuing COVID-19 pandemic could bring risks to oil product demand, in the form of slow economic recovery and reintroduction of local virus containment measures ("lockdowns") that started to be implemented in many markets to some extent towards the end of 2021. This, in combination with ample global refining capacity could continue to pressure refining margins globally.

The OPEC+ plan to taper its crude production cuts continues until later 2022. Any additional supply cuts from the OPEC+ as well as continued sanctions on oil exports from Iran and Venezuela, could narrow the discount of Urals relative to Brent crude oil, with negative impact on Neste's business.

Natural gas prices reached record highs in Europe in 2021 due to limited Russian supplies, and led to rising utility costs at Neste's refinery as well as an increase in EU ETS allowance prices. Further increase in natural gas prices, for instance through a particularly cold winter, could continue to negatively impact Neste's business.

Renewable fuels policies in the EU continued to take concrete shape as the transposition of the Renewable Energy Directive II into national legislation has been successfully concluded in a number of Member States. In the United States, existing state-level policies like California's LCFS program and US federal-level Renewable Fuel Standard in combination with the Blenders Tax Credit adopted through 2022, made for a fairly stable regulatory environment for biofuels.

### External risks – Environment

Neste's strategic ambition is to be the global leader in renewable and circular solutions. Growing pressure to combat climate change and reduce greenhouse

gas emissions is therefore primarily a positive driver for Neste's business. However, political and societal focus on the low-carbon transition and the energy sector's carbon footprint also create risks. Indirect economic and political consequences from climate change may contribute to the general uncertainty in the business environment and hence have an adverse effect on Neste's business. In addition, changes in carbon emission trading schemes or similar initiatives on EU-, US- or individual Member State-level may have a significant effect on Neste's business.

### External risks – Laws and regulation

Changing regulation presents both an opportunity and threat to Neste's business. Neste's refining operations and products are subject to extensive regulation (incl. environmental, health & safety, sustainability). General regulatory requirements in areas like commodity trading and data protection have also contributed to the formalization of operating procedures.

Neste's business units mainly benefit from increased support for biofuels and renewable fuels (for example requirements that relate to renewable content in diesel and gasoline). However, changes in regulation especially in the European Union and the United States also create uncertainties as these may influence the speed at which the demand for renewable products develops, and new raw materials sources are brought into use. For the renewable products, a significant source of uncertainty is fragmented regulation around the acceptability and use of waste and residue feedstock.

### Risks relating to strategic choices and strategy implementation

The majority of strategic risks relate to the viability of strategic choices and risks in strategy implementation. Opportunities and threats may arise from changes in the competitive landscape or from internal decision making and use of technology.

Neste's competitive position in the selected key markets is good. Neste's proprietary NEXBTL production technology is a proven technology for producing high-quality diesel from renewable raw materials. However, there is no assurance that this competitive position will continue as new players enter the market, current competitors develop their technologies or customer preferences for clean mobility change. In addition to the development of alternative feedstocks and production technologies for liquid fuels, the evolution of engine technologies and introduction of alternative powertrains can be faster than expected.

Staying ahead of competition requires continuous improvement, the ability to challenge current business models and a strong focus on innovations such as new production technology and feedstock platforms. In addition, Neste's products and services must continuously meet customer requirements relating e.g. to product quality and sustainability. Evolving customer requirements together with more complex sourcing and logistics networks and production methods increase the exposure to quality risks that need to be managed well in order to maintain the high-quality brand image. As risk mitigation, Neste has implemented systematic quality management measures both in its own operations and in partner networks.

Strong governance practices and the continued contributions of Neste's senior management, personnel and partners are vital for the company's success. Due to fierce competition for talent, there is a risk that Neste may not be able to recruit and retain the highly skilled employees that are needed for strategy deployment and successful operations in the future. There is also a risk that Neste will not be able to build and manage strategic partnerships that contribute to future success.

#### **Project risks**

Successful projects play a key role in Neste's strategy deployment, operational development, and the digitalization of processes. Significant delays in project planning or execution may reduce operational efficiency or impair Neste's ability to secure its competitive position.

#### **Business continuity risks**

Neste's business is dependent to a significant extent on its refineries in Finland (Porvoo), Singapore and the Netherlands (Rotterdam). In addition to the planned maintenance turnarounds, for example disruptions in the supply of utilities or breakdown of critical machinery may cause unexpected shutdowns that affect Neste's ability to fulfill demand for end products.

The vessels chartered to Neste or owned by Neste are subject to inherent risks like maritime disaster, damage to the environment and loss of or damage to cargo and property. Such events can be caused by multiple factors, such as adverse weather conditions or mechanical failures.

Neste has insurance in place to reduce the financial impact of property damage, business interruption,

and maritime disasters. However, insurance does not cover all potential losses and Neste could therefore be seriously harmed by operational catastrophes or deliberate sabotage.

The extent of the disrupting impact that COVID-19 has had on the commodity and financial markets has challenged many industries and companies. In the oil & energy industry the pandemic has caused a global demand shock, increased the uncertainty with regard to the climate policies and targets and emphasized the need for Company-level business continuity arrangements. The economic and social impacts of the pandemic have also affected Neste's business environment and operating practices. Therefore, there has been an increased focus on business continuity both at Neste's own offices and sites and in the customer interface and supply chains.

#### **Market risks**

Commodity markets have been and are expected to continue to be very volatile. General market turbulence may result in unexpected swings in the market prices of crude oil and other raw materials. It is also expected that the high demand for different waste & residue feedstock streams continues as competitors are increasing their production capacity for renewable products.

The financial results of Neste are primarily affected by the price differential, or margin, between refined petroleum and renewable product prices; and the prices for crude oil, different vegetable oils and other feedstock used. Historically, refining margins have been volatile and they are likely to continue to be so in the future. The main factors that may affect the refining margins include:

- Changes in aggregate demand for and supply of raw materials and products.
- Changes in demand for and supply of specific raw materials and products.
- Raw materials and product price fluctuations.
- Evolution of worldwide refining capacity, and in particular development of refining capacity that relates to petroleum and renewable products similar to Neste.

As a part of risk management, Neste uses derivative instruments to protect its position against fluctuations in commodity prices.

Neste is exposed to foreign exchange risks because most of the sales are denominated in US dollars, whereas operating expenses (except the purchase of raw materials) are recorded in euros. Neste limits the uncertainties relating to changes in foreign exchange rates by hedging its currency risks in contracted and forecasted cash flows and balance sheet exposures.

More information on market risks can be found in the [Financial Statements Note 3](#) section of the Annual Report.

#### **Credit risk**

Credit and counterparty risk arises from sales, hedging, and trading transactions, as well as cash investments. The risk is linked to the potential failure of a counterparty to meet its contractual payment obligations, and is therefore dependent on the creditworthiness of the counterparty and the size of the exposure concerned. In order to manage the risk, Neste has implemented systematic controls for counterparty screening and monitoring.

#### **Sustainability risks**

The most significant sustainability risks that relate to Neste's own operations or to the extended enterprise have been reported in line with the requirements of the Non-Financial Reporting Directive as part of the [review by the Board of Directors](#).

#### **ICT and cyber risks**

Digitalization and emerging technologies (for example the use of artificial intelligence and robotics) offer opportunities to automate dangerous or error-prone tasks and increase the efficiency of operations. At the same time, the increasing sophistication of cyber threats and generally rising frequency of attacks targeted at oil & gas companies is also a concern for Neste. Cyber risks multiply the impact of other risks and as individual risks could also have a major negative impact on Neste's reputation or continuity of business operations.

The reliability of the key IT systems and partnerships is essential for continuous business operations. Prolonged disruption in the availability of the key systems, data or interfaces could limit Neste's ability to conduct its business operations in a profitable, efficient and controlled manner.

#### **Risk management focus in 2021**

In 2021, special risk management initiatives focused on risk support for major investments, M&A transactions and business model changes.

**NESTE**