

# Governance principles

**Neste Oil is listed on the Helsinki Stock Exchange, and its head office is located in Espoo. The company complies with the principles of good corporate governance laid out in the Finnish Companies Act, the company's Articles of Association, and the Corporate Governance Recommendation for listed companies in Finland.**

In accordance with Finnish legislation, Neste Oil issues financial statement bulletins and interim reports on its financial performance in Finnish and English. The company adopted the International Financial Reporting Standards in spring 2005 when it became a listed company.

## Governance bodies

The control and management of the Company is divided between shareholders, the Supervisory Board, the Board of Directors and its two Committees, and the President & Chief Executive Officer. [www.nesteoil.com/investors/corporategovernance](http://www.nesteoil.com/investors/corporategovernance)

The Neste Executive Team (NET) assists the President & Chief Executive Officer in the management and coordination of the implementation of the Company's strategic and operational goals. Each of the Company's operational divisions has its own management team.

Matters material to the Company as a whole are submitted to the President & Chief Executive Officer or the Board of Directors for decision. Neste Oil has one auditor, appointed by shareholders at the Annual General Meeting.

## Annual General Meeting

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

At the Annual General Meeting, shareholders make decisions on matters such as adoption of the Financial Statements covering the adoption of Consolidated Financial Statements and on the distribution of the profit for the year shown in the Balance Sheet, the amount of dividend to be paid, granting of discharge from liability to the members of the Supervisory Board, the Board of Directors, and the President & Chief Executive Officer, as well as the election and remuneration of the members of the Supervisory Board, the Board of Directors, and the auditor.

The Annual General Meeting is held annually before the end of June. An Extraordinary General Meeting addressing specific matters shall be held when considered necessary by the Board of Directors, or when requested in writing by a Company auditor or by shareholders representing at least one-tenth of all outstanding shares.

According to the Articles of Association, an invitation to the Annual General Meeting shall be delivered to shareholders no earlier than two months and no later than 17 days prior to the meeting. The invitation must be announced in at least two newspapers that are published regularly determined by the Board of Directors, or in another verifiable manner.

[www.nesteoil.com/investors/corporategovernance](http://www.nesteoil.com/investors/corporategovernance)

The 2006 Annual General Meeting was held on Wednesday, 22 March. At the meeting, the income statements and balance sheets of the Parent Company and the Group for 2005 were adopted, and the Supervisory Board, the Board of Directors, and the President and CEO were discharged from liability for 2005. The Board of Directors' proposal regarding the distribution of profits for 2005 by paying a dividend of EUR 0.80 per share was approved. Shareholders registered in the register of shareholders maintained by the Finnish Central Securities Depository Ltd. on the record date for dividend payment (27 March 2006) were entitled to a dividend.

In addition, decisions were made regarding the members of the Board of Directors and Supervisory Board and their remuneration, and an auditor was elected.

## Nomination Committee

At the proposal of the Finnish Government representative in the form of the Ministry of Trade and Industry, a decision was made at the Annual General Meeting to establish a Nomination Committee to prepare proposals on the composition and remuneration of the Company's Board of Directors for the next Annual General Meeting. The Nomination Committee comprised the Chairman of the Board as an expert member, and representatives of the Company's three largest shareholders.

The right to appoint the shareholder representatives to this Committee lay with the three shareholders holding the largest number of votes associated with all the Company's shares on the first day of November preceding the AGM. In the event that a shareholder did not wish to exercise his right to appoint a member, this right was to be transferred to the next largest shareholder. The Company's largest shareholders were determined on the basis of ownership information registered with the book-entry securities system, with the proviso that the holdings of a shareholder, held in a number of separate funds,

for example, and who was required under Finnish securities legislation, as part of the flagging requirement, to notify the authorities of certain changes in the size of his holdings, should have been combined and treated as a single holding if the shareholder concerned informed the Company's Board of Directors of his wish that this should be done in writing by 31 October 2006 at the latest.

The Chairman of the Company's Board of Directors convened the Committee, and the Committee's members appointed a Chairman from among themselves. The Nomination Committee was to present their proposal to the Company's Board of Directors by 1 February prior to the AGM at the latest.

In 2006, the Nomination Committee comprised Markku Tapio of the Ministry of Trade and Industry, Harri Sailas of the Ilmarinen Mutual Pension Insurance Company, and Jorma Huuhtanen of the Social Insurance Institution of Finland. Timo Peltola, Chairman of the Board of Directors, acted as the Committee's expert member. The Nomination Committee made a proposal concerning Board members and the remuneration payable to them on 30 January 2007.

## Supervisory Board

The Supervisory Board is responsible for overseeing the administration of the Company and submitting statement on the financial statements and the auditors' report to the Annual General Meeting. Furthermore, it may offer instructions to the Board of Directors in matters of wide import or principle.

### Election of members

The Supervisory Board is required to have between six and 12 members, each appointed by the Annual General Meeting for a one-year term ending with the next Annual General Meeting.

It is also expected that labor unions representing Neste Oil's employees will appoint a maximum of three employee representatives, who shall be entitled to attend Supervisory Board meetings but are not its members.

### Members

The members of the Supervisory Board, whose term began on March 22, 2006 and whose term will end at the Annual General Meeting to be held on 21 March 2007, are:

**Klaus Hellberg**, (Chairman), born 1945, Member of the Finnish Parliament

**Markku Laukkanen**, (Vice Chairman), born 1950, Member of the Finnish Parliament

**Mikael Forss**, born 1954, Director, Social Insurance Institution of Finland

**Heidi Hautala**, born 1955, Member of the Finnish Parliament

**Satu Lähteenmäki**, born 1956, Professor, Turku School of Economics and Business Administration

**Markus Mustajärvi**, born 1963, Member of the Finnish Parliament

**Juhani Sjöblom**, born 1949, Member of the Finnish Parliament

**Jutta Urpilainen**, born 1975, Member of the Finnish Parliament

As of the end of 2006, the members of the Supervisory Board did not hold any Company shares, and they are not included in Neste Oil's incentive or pension schemes.

## Remuneration of the Supervisory Board

EUR per month	2006	2005
Chairman	1,000	1,000
Vice Chairman	600	600
Members	500	500
Meeting fee/meeting	200	200

## Meetings

The Supervisory Board meets as frequently as necessary, and is convened by the Chairman or by the Vice Chairman in his absence. The Supervisory Board plans a schedule for its regular meetings. Meetings shall be held at the Company's head office or at another location mentioned in the notice to convene. At the Chairman's consent, meetings may also be held as teleconferences. A secretary appointed by the Supervisory Board shall take the minutes of the meeting.

The Supervisory Board convened five times in 2006, and the average attendance rate was 85%.

## Board of Directors

The Board of Directors is responsible for the administration and appropriate arrangement of the operations of the Neste Oil Group in compliance with the relevant legislation and regulations, the Company's Articles of Association, and instructions provided by the Annual General Meeting and the Supervisory Board. The Board of Directors is also responsible for the strategy of the Group and for supervising and steering its business.

The Board of Directors decides on Neste Oil's key operating principles; confirms the annual operating plan; approves the annual financial statements and interim reports; decides on major investments and divestments; confirms Neste Oil's values and most important policies and oversees their implementation; appoints the President & CEO and his or her immediate subordinates and decides on their remuneration; confirms the Neste Executive Team's and the Neste Oil Group's organizational and operational structure at senior management level; and defines the Company's dividend policy, based on which a proposal regarding dividends is made at the Annual General Meeting.

The roles and responsibilities of the Board are defined in more detail in the Charter approved by the Board. The main content of the Charter can be consulted at the Company's web site, [www.nesteoil.com/investors/corporategovernance](http://www.nesteoil.com/investors/corporategovernance)

## Nomination of members

According to the Company's Articles of Association, the Board of Directors consists of five to eight members elected at the Annual General Meeting for a term ending at the following Annual General Meeting. A person who has reached the age of 68 cannot be elected to the Board of Directors.

To be considered independent, a Board member may not have any other material relationship with the Company

#### Board of Directors as of 31 Dec 2006

Name	Born	Member since	Position	Independent	Personnel and Remuneration Committee	Audit Committee	Attendance at meetings	Board Committees
Timo Peltola	1946	2005	Chairman	✓	Chairman		14/14	6/6
Mikael von Frenckell	1947	2005	Vice Chairman	✓	✓		14/14	6/6
Ainomaija Haarla	1953	2005	Member	✓	✓		14/14	6/6
Kari Jordan	1956	2005	Member	✓		✓	14/14	5/6
Juha Laaksonen	1952	2005	Member		✓		13/14	6/6
Nina Linander	1959	2005	Member	✓		Chairman	14/14	6/6
Pekka Timonen	1960	2005	Member			✓	14/14	6/6
Maarit Toivanen-Koivisto	1954	2005	Member	✓		✓	14/14	6/6

other than Board membership, and he/she may not be dependent on any of the company's major shareholders.

All members are required to deal at arm's length with the Company and its subsidiaries and to disclose all circumstances that might constitute a conflict of interest. Board members are not covered by the Company's incentive or pensions schemes.

Members were elected for a new term on 22 March 2006. The Board consists of eight members, all of who are independent, with the exception of Juha Laaksonen, who is employed by Neste Oil's former parent company, and Pekka Timonen, who is employed by the Company's majority shareholder.

#### Activities of the Board of Directors

The Board meets as frequently as necessary. There shall be approximately six to eight regular meetings annually, all scheduled in advance. In addition, extraordinary meetings, if requested by a Board member or the President & CEO, shall be convened by the Chairman, or, if the Chairman is prevented from attending, by the Vice Chairman, or if deemed necessary by the Chairman. 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 the period 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. The performance review is discussed after the end of each fiscal year at the latest. The Board convened 14 times in 2006, and the attendance rate at meetings was 99% on average.

#### Board Committees

The Board has set up an Audit Committee and a Personnel and Remuneration Committee, both of which have four members. A quorum exists when more than two of the members of a Committee, 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 is

determined by the Chair and members of the Committees. Committees meet at least twice a year.

Each Committee reports regularly on its meetings to the Board and submits the minutes of its meetings to the Board. Reports include a summary of the matters addressed and the measures undertaken by the Committee. Each Committee conducts an annual self-evaluation of its performance and submits a report to the Board.

#### Audit Committee

The Audit Committee oversees the Company's finances, financial reporting, risk management, and internal auditing. It is also responsible for assisting the Board's monitoring of the financial position and reporting of the Company and the Board's control function. It prepares the election of the auditor, maintains contacts with the auditor, and reviews all material reports from the auditor regarding the Company or its subsidiaries, as well as evaluates the Company's compliance with laws and regulations.

According to the Charter of the Audit Committee, the Committee shall consist of a minimum of three members who are independent of and not affiliated with the Company or any of its subsidiaries, and have sufficient knowledge of accounting practices and the preparation of financial statements, and other qualifications the Board deems necessary.

The Audit Committee is permitted to use external consultants and experts when deemed necessary.

In 2006, the Audit Committee comprised Nina Linander (Chair), Kari Jordan, Pekka Timonen, and Maarit Toivanen-Koivisto. The Committee convened six times, and the average attendance rate was 95.8%.

#### Personnel and Remuneration Committee

The Personnel and Remuneration Committee prepares the appointments of key executive personnel, and makes proposals to the Board on compensation and incentive schemes for key personnel. Accordingly, it prepares and proposes to the Board the appointments of the President & CEO and the members of the Neste Executive Team, and the terms and conditions of their employment, and monitors and evaluates their performance. The Personnel and Remuneration

## Shareholdings and remuneration of the Board of Directors on 31 Dec

Name	Shares as of 31 Dec 2006	2005	Change	Remuneration/a 2006 <sup>1</sup>	2005
Timo Peltola	1,250	250	+1,000	55,000	55,000
Mikael von Frenckell	100,000	25,000	+75,000	42,000	42,000
Ainomaija Haarla	1,500	-	+1,500	30,000	30,000
Kari Jordan	225	225	-	30,000	30,000
Juha Laaksonen	5,000	5,000	-	30,000	30,000
Nina Linander	1,100	-	+1,100	30,000	30,000
Pekka Timonen	-	-	-	30,000	30,000
Maarit Toivanen-Koivisto	3,750	3,750	-	30,000	30,000

Information on shareholdings cover Neste Oil shares held directly, through organizations in which those concerned have a controlling interest, and in their capacity as trustees.

<sup>1</sup>A payment of EUR 500 per meeting is made for attendance and for committee meetings attended by a Board member.

Regularly updated data can be found at [www.nesteoil.com/investors](http://www.nesteoil.com/investors)

Committee consists of the Chairman of the Board and at least two non-executive members of the Board.

In 2006, the Personnel and Remuneration Committee comprised Timo Peltola (Chair), Mikael von Frenckell, Ainomaija Haarla, and Juha Laaksonen. The Committee convened six times, and the average attendance rate was 100%.

## President &amp; CEO

The President & CEO manages the Company's business operations in accordance with the Finnish Companies Act and instructions issued by the Board of Directors. The President & CEO is appointed by the Board of Directors.

The Board evaluates the performance of the President & CEO annually and approves his remuneration on the basis of a proposal by the Personnel and Remuneration Committee.

In addition to a monthly salary and fringe benefits, the President & CEO is eligible for a performance-based bonus on an annual basis (see Incentive Programs below). In the

event the Company decides to give notice of termination, the President & CEO is entitled to severance pay equaling 24 months' salary. The retirement age of the President & CEO is 60 years, and the pension paid is 66% of remuneration for the fiscal year preceding retirement.

## Neste Executive Team (NET)

The Neste Executive Team (NET) assists the President & CEO in Company management and in the deployment of the Company's strategic and operational goals. NET members

Remuneration paid to the President & CEO and NET  
EUR

	2006 Salaries and benefits	Performance bonuses	Total	2005 Total
President & CEO	551,900	167,843	719,743	578,250
Other NET members	1,240,669	429,211	1,669,880	1,536,689

## Shareholdings and share incentives of the Neste Executive Team as of 31 Dec 2006

	Born	Position	Member since	Shares as of 31 Dec 2006	2005	Change	Share incentives <sup>1</sup> 2006	2005	Total
Risto Rinne	1949	President & CEO	2004	137	137	-	21,219	16,477	37,696
Jarmo Honkamaa	1956	Division Head	2004	5,937	5,937	-	8,503	7,741	16,244
Kimmo Rahkamo	1962	Division Head	2004	4,000	4,000	-	5,007	4,931	9,938
Matti Peitso	1952	Division Head	2004	25	25	-	6,023	9,111	15,134
Risto Näsi	1957	Division Head	2004	-	5,000	-5,000	5,647	7,004	12,651
Hannele Jakosuo-Jansson	1966	SVP, HR	2006	-	-	-	1,033	-	1,033
Osmo Kammonen	1959	SVP, Communications	2004	500	500	-	2,586	-	2,586
Juha-Pekka Kekäläinen	1962	SVP, Development	2004	900	50	+850	4,190	4,246	8,436
Petri Pentti	1962	CFO	2004	500	500	-	3,013	-	3,013

Information on shareholdings cover Neste Oil shares held directly, through organizations in which those concerned have a controlling interest, and in their capacity as trustees.

<sup>1</sup>Share incentives refer to the number of shares those concerned have been confirmed as being entitled to under the share programs that began in 2002 and 2003 under the Management Performance Share Agreement. The net number of shares received is projected to be 40–50% of the figures shown here following the payment of taxes and other statutory fees. Shares covered by the 2002 program will be distributed in spring 2008, and those covered by the 2003 program in spring 2009.

Regularly updated data can be found at [www.nesteoil.com/investors](http://www.nesteoil.com/investors)



are appointed by the Board of Directors. The NET currently consists of the President & CEO, four divisional executive vice presidents, and the heads of Communications, Corporate Development, Finance (CFO), and Human Resources.

The NET meets regularly, on average once a month.

The members of the Neste Executive Team receive a base salary and are eligible for an annual performance-based bonus. In addition, all members are entitled to fringe benefits. Their typical period of notice is six months. Several NET members have signed employment agreements that provide for a fixed severance pay equal to six or, in certain cases, 12 months salary.

The retirement age of the Neste Executive Team is 60 years.

## Compensation and incentive programs

The Board makes decisions on compensation and incentive systems for Group management and key personnel based on a proposal by the Personnel and Remuneration Committee.

### Short-term incentive bonuses

The Company may pay annual short-term incentive bonuses to its senior executives and other personnel in addition to their salary and fringe benefits. The criteria for any short-term incentive bonuses shall be based on people's success in reaching their personal goals and on the Company's financial performance and success in reaching its goals. The bonus paid to senior management may not exceed 40% of their annual salary.

In 2006, the average performance bonus paid to personnel for 2005 was 9% of employees' annual salary on average.

In 2006, a new short-term incentive program was developed. The performance-driven program took effect from the beginning of 2007.

### Management performance share arrangement

Neste Oil has a Management Performance Share Arrangement for senior management and other key personnel. This aims to increase the commitment and loyalty of participants to the Company and to align the interests of the Company's shareholders and key executives to increase the value of the Company.

The Board of Directors established a new scheme in 2006, which was launched at the beginning of 2007. Approximately 50 key personnel are included in the arrangement. The arrangement has two three-year earning periods, starting in 2007 and 2010. Payments shall be made in 2010 and 2013,

partly in the form of Company shares and partly in cash. If the maximum targets are reached during the first earning period, the maximum amount of reward for key personnel will equal the value of 360,000 Neste Oil shares. The maximum reward for the President & CEO will equal the value of 40,000 shares. The reward for the three-year earning period may not exceed each person's total fixed gross annual salary over three years. The sum paid out in cash will cover the relevant taxes and other similar payments payable.

The criteria for the incentive system include the development of Neste Oil's comparable operating profit and the Company's total shareholder value development, benchmarked against the international oil industry share index (FTSE Global Energy Total Return Index).

The scheme entails a non-transfer requirement for shares for one year from the end of the earning period, in other words, the duration of the scheme for both sets of shares is four years. Even following this, the Company's senior executives must hold shares with a value equal to their gross annual salary. This ownership requirement covers shares received as part of the Management Performance Share Arrangement and is effective for the duration of senior executives' employment with the Group.

The previous share incentive scheme was in force in 2006, and a description of this can be found in Note 30 to the financial statements. The criteria used in respect of the previous long-term incentive program were based on each participant's performance and their success in meeting their personal targets, as well as the targets set for the Company's financial performance and success.

## Neste Oil's Personnel Fund

Neste Oil's Personnel Fund was set up in spring 2005 and covers the Group's personnel in Finland. Those participating in the Group's share-based incentive system cannot be members. The Board of Directors determines the criteria for the profit-sharing bonus paid into the fund annually.

Group personnel employed under both permanent and fixed-term employment contracts are members of the Personnel Fund. Membership begins in the month following that in which an employee's employment has lasted for an uninterrupted period of six months. Membership ends once a member has received his or her share of the fund in full.

The profit-sharing bonuses that the Group pays into the fund are distributed equally between members. Each employee's share is divided into a tied amount and an amount available for withdrawal. When an employee has been a member of the fund for five years, he or she can transfer an amount equivalent to no more than 15% of the capital from the tied amount for withdrawal.

The amount available for withdrawal will be determined annually and paid to members who wish to exercise their withdrawal rights. Members can choose whether they want to receive the amount available for withdrawal in cash, or in Neste Oil shares acquired through the Personnel Fund.

## Pension schemes

Companies included in the Group have arranged a statutory pension under the Finnish TEL pension system in the Neste Oil Pension Fund. The pensions of seamen are insured in the Seamen's Pension Fund, and the pension of those in forest, construction, and harbor work is insured by Etera Mutual Pension Insurance Company. Retirement age is 63 to 68 years.

The Neste Oil Pension fund provides additional pension benefits in addition to statutory pension to persons who have joined the Company before 1994. The most important additional benefits are an overall pension of 66% (statutory 60%) and a reduced retirement age of 60 for women and some men.

## Auditor

The Annual General Meeting elects one auditor annually, which must be an auditing company approved by the Finnish Central Chamber of Commerce. The auditor's term of office ends at the end of the next Annual General Meeting following election.

PricewaterhouseCoopers Oy was re-elected as Neste Oil's auditors in 2006, with Markku Marjomaa, certified public accountant, as auditor.

### Payments made to the Company's auditor

EUR thousand

	2006	2005
Auditing fees	578	343
Other	152	294
Total	730	637

## Internal audit

The Internal Audit Unit is an independent and objective assurance and consultation function designed to add value and improve the Company's operations. The Unit assists the organization in evaluating and improving the effectiveness of risk management, financial control, and governance processes. In its work, Internal Audit relies on international professional standards for internal audits, as well as on rules of ethics published by the Institute of Internal Auditors.

Internal Audit reports to the Audit Committee of the Board and administratively to the President & CEO. Internal Audit is a staff function without any direct authority over the activities it reviews. The roles, responsibilities, and authorities of Internal Audit are covered in a set of official guidelines. These guidelines and an annual operating plan are approved by the Board of Directors' Audit Committee.


## Insider guidelines

Neste Oil complies with the Insider Guidelines of the Helsinki Stock Exchange. The Company has also approved its own Guidelines for Insiders, which are stricter than the minimum requirements of the HEX Insider Guidelines in some areas. For

example, the Company's closed window (see below) exceeds the minimum requirements set out under the HEX Insider Guidelines.

The Company's Guidelines for Insiders are regularly updated and are available for consultation by all personnel. The Company arranges training on insider guidelines for personnel and expects that its guidelines are followed by personnel. The Company supervises compliance with insider guidelines by checking disclosed insider information with those concerned annually. The Company's Vice President, Corporate Legal Affairs is responsible for the coordination and supervision of insider matters. The head of each function or division is responsible for supervising insider matters within his or her organization.

The members of the Board of Directors and the Supervisory Board, the President & CEO, the Company's auditor, and the members of the Neste Executive Team and its secretary have all been classified as insiders subject to a declaration requirement. The holdings of Company securities of such insiders are filed in the public Insider Register, which can be consulted at the Company's web site. The Company has also designated certain other executives, as well as certain individuals responsible for the Company's finances, financial reporting, and communications, who receive inside information on a regular basis due to their position or duties, as permanent Company-specific insiders.

Permanent insiders may not trade in any Company securities during the period from the closing date of an interim or annual accounting period to the date of publication of the interim or annual report for that period. The minimum period concerned is always 28 days prior to the publication of an interim or annual report ('Closed Window'). The publication dates of interim reports and Financial Statements bulletin are included in the financial calendar at [www.nesteoil.com/investors](http://www.nesteoil.com/investors) 

Individuals who participate in the development and preparation of projects that involve inside information such as mergers and acquisitions are considered project-specific insiders. Such people are included in a separate register of Project-Specific Insiders, which is maintained by the Company's Legal Department.

[www.nesteoil.com/investors/corporategovernance](http://www.nesteoil.com/investors/corporategovernance) 

A public register is maintained in the insider register system of Finnish Central Securities Depository Ltd P.O. Box 1110, FI-00101 Helsinki and Urho Kekkosen katu 5 C, Helsinki. Telephone: +358 20 770 6000, fax: +358 20 770 6658, e-mail: [info@apk.fi](mailto:info@apk.fi), [www.apk.fi](http://www.apk.fi) 



## Board of Directors on 31 December 2006

### **Timo Peltola**

**M.Sc. (Econ.), Hon. Ph.D (Econ.). Chairman of the Board. Independent member.**

Born in 1946. Former Chief Executive Officer of Huhtamäki Corporation, Vice Chairman of the Board of Nordea AB (publ.), and a member of the Boards of TeliaSonera AB and SAS AB. Chairman of the Supervisory Board of Ilmarinen Mutual Pension Insurance Company. Chairman of Neste Oil's Personnel and Remuneration Committee.

### **Mikael von Freneckell**

**M.Sc. (Soc.). Vice Chairman of the Board. Independent member.**

Born in 1947. Partner at Sponsor Capital Oy. Chairman of the Boards of Sponsor Capital Oy and Tamfelt Corp. Member of the Board of Tamro Plc. Member of Neste Oil's Personnel and Remuneration Committee.

### **Juha Laaksonen**

**B.Sc. (Econ.). Non-independent member.**

Born in 1952. Chief Financial Officer of Fortum Corporation. Member of the Board of Directors of Teollisuuden Voima Oy, and a member of the Supervisory Boards of the Tapiola Mutual Insurance Company and Kemijoki Oy. Member of Neste Oil's Personnel and Remuneration Committee.

### **Ainomaija Haarla**

**D.Sc.(Tech.), MBA. Independent member.**

Born in 1953. Vice President in the Corporate Strategy Department of UPM-Kymmene Corporation. Previously Vice President of Corporate Marketing in Metso Corporation. Member of the Board of Korona Invest Oy. Member of the Executive Advisory Board of TKK MBA Programs. Member of Neste Oil's Personnel and Remuneration Committee.

### **Nina Linander**

**M.Sc. (Econ.), MBA. Independent member.**

Born in 1959. Partner of Stanton Chase International AB. Member of the Board of Stanton Chase International AB, Opcon AB and Specialfastigheter AB. Former Group Treasurer of AB Electrolux and Director, Product Area Electricity, of Vattenfall AB. Chair of Neste Oil's Audit Committee.

### **Kari Jordan**

**B.Sc. (Econ.). Independent member.**

Born in 1956. President and CEO and Vice Chairman of the Board of the Metsäliitto Group. Vice Chairman of the Board of Finnair Plc and a member of the Board of Julius Tallberg-Kiinteistöt Oy, and a member of the Supervisory Board of the Finnish Cultural Foundation. Member of Neste Oil's Audit Committee.

### **Pekka Timonen**

**LL.D. Non-independent member.**

Born in 1960. Chief Counsellor for state ownership policy at the Finnish Ministry of Trade and Industry, and a docent at the Universities of Helsinki and Tampere. Member of Neste Oil's Audit Committee.

### **Maarit Toivanen-Koivisto**

**M.Sc. (Econ.). Independent member.**

Born in 1954. Chief Executive Officer and a member of the Board of Onvest Oy, and Chairman of the Board of the Onninen Group. Member of the Supervisory Board of the Finnish Fair Corporation. Member of the Board of Central Chamber of Commerce of Finland. Member of Neste Oil's Audit Committee.

Information on ownership of Neste Oil shares can be found on page 37.



<<< Timo Peltola  
<< Mikael von Frenckell  
< Ainomaija Haarla



<< Kari Jordan  
< Nina Linander



<<< Juha Laaksonen  
<< Pekka Timonen  
< Maarit Toivanen-Koivisto



## Neste Executive Team on 31 December 2006



<<< Risto Rinne  
<< Jarmo Honkamaa  
< Kimmo Rahkamo



<<<< Matti Hautakangas  
<<< Hannele Jakosuo-Jansson  
<< Osmo Kammonen  
< Matti Peitso



<<< Juha-Pekka Kekäläinen  
<< Petri Pentti  
< Risto Näsi

**Risto Rinne****President & CEO, Chairman of the Neste Executive Team**

Born in 1949. M.Sc. (Eng.). Employed by the company since 1975. President & CEO since 2004. Previous positions include President of Oil Refining; Head of Corporate Planning; Vice President, Naantali refinery; as well as other duties at the Porvoo and Naantali refineries. Chairman of the Board of Directors of both the Finnish Oil and Gas Federation and the Chemicals Industry Federation of Finland. Member of the Board of Directors of EUROPIA (European Petroleum Industry Association), and a member of the Board of The Confederation of Finnish Industries.

**Jarmo Honkamäe****Executive Vice President, Oil Refining**

Born in 1956. M.Sc. (Eng.), M.Sc. (Laws). Employed by the company since 1987. Responsible for oil refining (Porvoo and Naantali Refineries), base oils, gasoline components, term sales, trading & supply, and Neste Oil's holding in AB Nynäs Petroleum. Served as Vice President, Wholesale and Supply (2000–2004) and Vice President, MTBE Business Unit (1996–2000). Member of the Board of Directors of the Finnish Oil and Gas Federation.

**Kimmo Rahkamo****Executive Vice President, Biodiesel**

Born in 1962. M.Sc. (Eng.). Employed by the company since 1990. Responsible for the production, marketing, and sale of NExBTL diesel. Served as Vice President, Supply, Oil Refining (2001–2004), General Manager of Neste Canada Inc. (1999–2001), and General Manager of Neste Petroleum Inc. (1997–1999).

**Matti Peitso****Executive Vice President, Oil Retail**

Born in 1952. M.Sc. (Econ.). Employed by the company since 1980. Has been responsible for oil retailing in Finland, the Baltic Rim, direct sales, and LPG since 2001. Served previously in various executive positions. Member of the Board of Directors of the Finnish Oil and Gas Federation and the Board of Directors of Luottokunta Oy.

**Risto Näsi****Executive Vice President, Shipping**

Born in 1957. M.Sc. (Eng.). Employed by the company since 1983. Has been responsible for the Group's shipping business since 2004. Previously Vice President, Components (1999–2003). Chairman of the Board of the Finnish Shipowners' Association.

**Hannele Jakosuo-Jansson****Senior Vice President, Human Resources**

Born in 1966. M.Sc. (Eng.). Employed by the company since 1990. Responsible for the Group's human resources function. Served as Laboratory and Research Manager at the company's Technology Center (1998–2004) and Vice President, Human Resources at the Oil Refining division (2004–2005).

**Osmo Kammonen****Senior Vice President, Communications**

Born in 1959. M.Sc. (Laws). Employed by the company since 2004. Responsible for the Group's internal and external communications, as well as corporate image. Served as Senior Vice President, Corporate Communications and Investor Relations at Elcoteq Network Corporation (1996–2004).

**Juha-Pekka Kekäläinen****Senior Vice President, Corporate Development**

Born in 1962. M.Sc. (Eng.). Employed by the company since 1987. Responsible for the Group's strategic and structural development, business environment and market analysis, coordinating business development as well as research and development. Served as Vice President, Term Sales (2001–2004) and General Manager, Business Development, Oil Refining (2000–2001).

**Petri Pentti****Chief Financial Officer**

Born in 1962. M.Sc. (Econ.). Employed by the company since 2004. Responsible for the Group's financial management, investor relations, risk management, corporate IT, and coordinating procurement. Served as Chief Financial Officer at Finnair Plc (1999–2004).

**Matti Hautakangas<sup>\*)</sup>****General Counsel and Secretary to the Neste Executive Team and the Board of Directors and the Supervisory Board**

Born in 1963. M.Sc. (Laws), trained on the bench. Employed by the company since 2003. Responsible for the Group's legal affairs. Served previously as Legal Counsel, Oil Refining (2003–2004) and an attorney-at-law at Procopé & Hornborg Law Offices Ltd. (1994–2003).

<sup>\*)</sup>Not a member of the Neste Executive Team.

Information on ownership of Neste Oil shares can found on page 37.