

Corporate Governance Statement 2013

Corporate Governance Statement 2013

Glaston Corporation complies with its Articles of Association, the Finnish Companies Act and the rules of NASDAQ OMX Helsinki Stock Exchange. In addition, Glaston complies with the Finnish Corporate Governance Code for listed companies. The Finnish Corporate Governance Code, published by the Securities Market Association, is publicly available at the website www.cgfinland.fi.

This report has been prepared in accordance with Chapter 7 Section 7 of the Securities Markets Act and Recommendation 54 of the Finnish Corporate Governance Code. The report has been approved by the Company's Board of Directors and audited by the auditor.

The Corporate Governance Statement is issued as a separate report and is published together with the financial statements, the Board of Directors' Review and a salaries and remuneration statement on the Company's website www.glaston.net/investors/corporate-governance. The information is also included in the Annual Report 2013.

DUTIES AND RESPONSIBILITIES OF GOVERNING BODIES

The General Meeting of Shareholders, the Board of Directors and the President & CEO, whose duties are determined mainly in accordance with the Finnish Companies Act, are responsible for the management of Glaston Group.

GENERAL MEETING OF SHAREHOLDERS

The General Meeting of Shareholders is the Company's ultimate decision-making body. It decides the duties for which it is responsible in accordance with the Companies Act and the Articles of Association. The Annual General Meeting (AGM) decides on, among other things, the adoption of the financial statements and the consolidated financial statements contained therein, the distribution of profits and the discharge of the Board Members and the President & CEO from liability. In addition, the AGM elects the Members of the Board and the auditors, and decides on the remuneration paid to Members of the Board

and the auditors. The AGM, furthermore, may decide on, for example, amendments to the Articles of Association, share issues and the acquisition of the Company's own shares.

Glaston Corporation's General Meeting of Shareholders meets at least once per year. The Annual General Meeting must be held at the latest by the end of May. In accordance with the Articles of Association, the notice to attend a General Meeting of Shareholders must be published on the Company's website no earlier than two months before the last day of registration and no later than three weeks before the General Meeting, but at least nine days before the record date of the General Meeting. The Board of Directors may also decide to publish the notice of the General Meeting in one or more Finnish or Swedish-language national newspapers. In addition, Glaston publishes the notice to the General Meeting of Shareholders as a stock exchange release.

The minutes of the General Meeting, including the voting results and the appendices of the minutes that are part of the resolutions made by the meeting, are posted on the Company's website within two weeks of the meeting.

The President & CEO, the Chairman of the Board and a sufficient number of Members of the Board must attend a General Meeting of Shareholders. In addition, the auditor must be present at the Annual General Meeting.

EXTRAORDINARY GENERAL MEETING

An Extraordinary General Meeting of Shareholders is convened when the Board of Directors considers there is good cause to do so, or if the auditor or shareholders who control one tenth of all the shares so demand in writing for the consideration of a certain issue.

SHAREHOLDERS' RIGHTS

In accordance with the Finnish Companies Act, a shareholder shall have the right to have a matter falling within the competence of the General Meeting dealt with by the General Meeting, if the shareholder

so demands in writing from the Board of Directors well in advance of the meeting, so that the matter can be mentioned in the notice. At a General Meeting, shareholders shall have the right to make proposals and ask questions on the matters being dealt with.

A shareholder shall have the right to participate in a General Meeting if the shareholder is registered in the Company's register of shareholders eight days before a General Meeting. Owners of nominee-registered shares may be temporarily registered in the Company's list of shareholders for participation in a General Meeting. A shareholder may attend a General Meeting personally or through an authorised representative. A shareholder may also have an assistant at a General Meeting.

EXTRAORDINARY GENERAL MEETING 2013

An Extraordinary General Meeting of Glaston Corporation was held in Helsinki on 12 February 2013.

The meeting was attended by 45 shareholders, representing a total of 52% per cent of the company's voting rights. The Extraordinary General Meeting authorised the Board of Directors to decide on a directed share issue. The authorisation may be used for executing or financing arrangements important from the company's point of view, such as the restructuring of the company's financing structure or implementing business arrangements or investments, or for other such purposes determined by the Board of Directors in which a weighty financial reason for directing a share issue would exist.

ANNUAL GENERAL MEETING 2013

Glaston Corporation's Annual General Meeting was held in Helsinki on 17 April 2013.

The meeting was attended by 70 shareholders, representing a total of 63% of the company's voting rights. The Annual General Meeting adopted the financial statements and discharged the President & CEO and the Members of the Board of Directors from liability for financial year 2012. All documents relating to the

Annual General Meeting are available on the Company's website at the address www.glaston.net.

NOMINATION BOARD

The Annual General Meeting on 17 April 2013 decided to establish a Nomination Board consisting of shareholders or representatives of shareholders.

The Nomination Board's task is to prepare and present for the next Annual General Meeting and, if necessary, to an Extraordinary General Meeting, proposals concerning the number and identities of the members of the Board of Directors and the remuneration of the Board of Directors. In addition, the task of the Nomination Board is to seek candidates as potential board members. The Nomination Board consists of four members, all of which are appointed by the company's four largest shareholders, who shall appoint one member each. The Chairman of the company's Board of Directors shall serve as an advisory member of the Nomination Board. The company's largest shareholders entitled to appoint members to the Nomination Board shall be determined on the basis of the registered holdings in the company's shareholder register held by Euroclear Finland Ltd as of the first working day in September in the year concerned. The Chairman of the Board of Directors shall request each of the four largest shareholders to appoint one member to the Nomination Board. In the event that a shareholder does not wish to exercise his or her right to appoint a representative, it shall pass to the next-largest shareholder who would not otherwise be entitled to appoint a member to the Nomination Board.

The Nomination Board shall elect a Chairman from among its members. The Chairman of the Board of Directors shall convene the first meeting of the Nomination Board and the Nomination Board's Chairman shall be responsible for convening subsequent meetings.

The Nomination Board shall deliver its proposal, which will be included in the notice to the Annual General Meeting, to the Company's Board of Directors by the end of January preceding the next Annual General Meeting.

NOMINATION BOARD 2013

In accordance with a decision of the Annual General Meeting, the Nomination Board consists of the representatives of the four largest shareholders of the Company as of 2 September 2013 and, in addition, the Chairman of the Company's Board of Directors, who serves as an advisory member of the Nomination Board.

Jari Puhakka (Etera Mutual Pension Insurance Company), Mikko Koivusalo (Varma Mutual Pension Insurance Company), Kimmo Viertola (Finnish Industry Investment Ltd) and Ari Saarenmaa (GWS Trade Oy, merged with Oy G.W.Sohlberg Ab) were elected as members of the Nomination Board. Andreas Tallberg, Chairman of Glaston's Board of Directors, serves as an advisory member of the Nomination Board.

In its organising meeting held on 27 September 2013, the Nomination Board elected Ari Saarenmaa from among its members to be Chairman.

The Board met twice and the average attendance of members was 100%. No fees were paid to the members of the Nomination Board.

BOARD OF DIRECTORS

The Board of Directors is responsible for the appropriate arrangement of the Company's administration and operations. The Board of Directors consists of minimum of five and a maximum of nine members elected by a General Meeting of Shareholders. The term of office of Members of the Board of Directors expires at the end of the next Annual General Meeting that follows their election. According to the Articles of Association, a person who has reached 67 years of age cannot be elected a Member of the Board of Directors.

The Board of Directors shall elect from among its members a Chairman and a Deputy Chairman to serve for one year at a time. The Board of Directors has a quorum if more than half of its members are present at the meeting.

The Board of Directors' tasks and responsibilities are determined primarily by the Company's Articles of Association, the Finnish Companies Act and other legislation and regulations. It is the responsibil-

ity of the Board of Directors to further the interests of the Company and all of its shareholders.

The main duties and operating principles of the Board of Directors are defined in the board charter approved by the Board. It is the Board's duty to prepare the matters to be dealt with by a General Meeting and to ensure that the decisions made by a General Meeting are appropriately implemented. It is also the Board's task to ensure the appropriate arrangement of the control of the Company's accounts and finances. In addition, the Board directs and supervises the Company's executive management, appoints and dismisses the CEO and decides on the CEO's employment and other benefits. In addition, the Chairman of the Board approves the salary and other benefits of the Executive Management Group. The Board approves the Executive Management Group's charter.

The Board of Directors also decides on far-reaching and fundamentally important issues affecting the Group. Such issues are the Group's strategy, approving the Group's budget and action plans and monitoring their implementation, acquisitions and the Group's operating structure, significant capital expenditures, internal control systems and risk management, key organisational issues and incentive schemes.

The Board of Directors is also responsible for monitoring the reporting process of the financial statements, the financial reporting process and the efficiency of the Company's internal control, internal auditing, if applicable, and risk management systems pertaining to the financial reporting process, monitoring the statutory audit of the financial statements and consolidated financial statements, evaluating the independence of the statutory auditor or audit firm, particularly with respect to the provision services unrelated to the audit, and preparing a proposal for resolution on the election of the auditor.

The Board of Directors also regularly evaluates its own actions and working practices. This evaluation may be performed by the Board itself or by an external evaluator.

Meetings of the Board of Directors are held as a rule in the Company's head

office in Helsinki. The Board of Directors also visits each year the Group's other operating locations and holds meetings there. The Board of Directors may also, if necessary, hold telephone conferences. The Board of Directors normally meets 7-10 times per year. The Company's President & CEO and Chief Financial Officer generally attend the meetings of the Board. The Company's General Counsel acts as Secretary to the Board. If necessary, such as in connection with the handling of strategy or the annual plan, other Members of the Executive Management Group may also attend meetings of the Board. The auditor attends at least two meetings per year.

A majority of the Members of the Board must be independent of the Company. In addition, at least two of the members belonging to the aforesaid majority must be independent of the Company's significant shareholders.

BOARD OF DIRECTORS IN 2013

The Annual General Meeting on 17 April 2013 resolved that the number of the Members of the Board of Directors be six and re-elected as Members of the Board Claus von Bonsdorff, Anu Hämäläinen, Teuvo Salminen, Christer Sumelius, Andreas Tallberg and Pekka Vauramo. After the Annual General Meeting, the Board of Directors elected Andreas Tallberg as Chairman of the Board and Christer Sumelius as Deputy Chairman.

The personal information of Members of the Board and information on their ownership of Glaston's shares are presented at the end of this statement. According to an independence assessment performed by the Company's Board of Directors, all of the Board's six members are, in principle, independent of the Company. Excluding Andreas Tallberg, the Members of the

Board are independent of the Company's significant shareholders. Andreas Tallberg is Managing Director of Oy G.W. Sohlberg Ab (Oy G.W. Sohlberg Ab's ownership was 13.56% on 31 December 2013). Based on an overall assessment, however, the Board considers that Christer Sumelius is not independent of the Company, because he has served as a Member of Board for more than 12 consecutive years. The Members of the Board, the President & CEO and the Members of Executive Management Group have no conflicts of interest between the duties they have in the Company and their private interests.

In 2013 Glaston's Board of Directors held 13 meetings, of which 4 were via telephone conference. The attendance of Members of the Board at meetings was 97%.

COMMITTEES OF THE BOARD OF DIRECTORS

The Company has no committees established by the Board of Directors and therefore the Board is responsible for the duties of the Audit Committee in accordance with the Finnish Corporate Governance Code for listed companies. The Company's Board of Directors has considered that it wishes to participate as a whole in the preparation of issues specified for the Board and that the effectiveness of the Company's Corporate Governance is such that it does not currently require the establishment of separate committees.

PRESIDENT & CEO

The President & CEO handles the operational management of the Company in accordance with instructions issued by the Board. He is responsible to the Board of Directors for fulfilling the targets, plans and goals that the Board sets. The President & CEO is responsible for ensuring that

the Company's accounting is in compliance with the law and that financial management has been arranged in a reliable manner. The President & CEO is supported by the Executive Management Group.

Arto Metsänen has served as President & CEO since 1 September 2009. The personal information of the President & CEO and information on his ownership of Glaston's shares are presented at the end of this statement.

EXECUTIVE MANAGEMENT GROUP

The Company's Executive Management Group comprises the President & CEO, the Business Areas' Senior Vice Presidents, the General Manager, Asia, the General Counsel and the Chief Financial Officer. The Members of the Executive Management Group report to the President & CEO and assist him in implementing the Company's strategy, operational planning and management, and in reporting the development of business operations. The Executive Management Group meets under the direction of the President & CEO.

The Chairman of the Company's Board of Directors appoints, on the proposal of the President & CEO, the Members of the Executive Management Group and confirms their remuneration and other contractual terms. The Company's President & CEO acts as the Chairman of the Executive Management Group. The Executive Management Group handles the Group's and segments' strategy issues, capital expenditure, product policy, Group structure and control systems, and supervises the Company's operations. Information of the Members of the Executive Management Group is presented on the Company's website at the address www.glaston.net.

EXECUTIVE MANAGEMENT GROUP IN 2013

The composition of Glaston's Executive Management Group changed during 2013. On 1 February 2013, General Counsel Taina Tirkkonen was appointed to the Executive Management Group. Following the sale of the shares of Albat+Wirsam Software GmbH, Senior Vice President, Software Solutions Uwe Schmid resigned from Glaston's Executive Management Group on 4 February 2013. At the end of 2013 the

Member of the Board	Attendance at meetings of the Board	Attendance per centage
Andreas Tallberg	13	100
Christer Sumelius	13	100
Claus von Bonsdorff	13	100
Anu Hämäläinen	13	100
Teuvo Salminen	12	92
Pekka Vauramo	11	85

Executive Management Group had 7 members. The composition of the Executive Management Group, the personal information of its members, and information on their ownership of Glaston's shares are presented at the end of this statement.

The Executive Management Group met 11 times in 2013.

REMUNERATION OF BOARD OF DIRECTORS AND THE EXECUTIVE MANAGEMENT GROUP IN 2013

Remuneration of the Board of Directors

The Annual General Meeting 2013 decided on the following fees of the Board of Directors (fee per year, euros):

Chairman of the Board EUR 40,000,
Deputy Chairman of the Board EUR 30,000
and Member of the Board EUR 20,000.
In addition, the Chairman of the Board was paid a meeting fee of EUR 800 and the other Members of the Board EUR 500 for those meetings of the Board that they attended. Remuneration for meetings held by telephone was paid on a different

basis. The travel expenses of Members of the Board are compensated in accordance with the Company's travel rules. None of the Members of the Board receives from the Company remuneration unconnected with their work on the Board of Directors.

The Members of the Board are covered by voluntary pension insurance accrued from their Board of Directors' remuneration. The value of the pension insurance corresponds with the Finnish TyEL pension scheme.

Remuneration paid to the Board of Directors is outlined in more detail in Note 30 of the consolidated financial statements and in a separate salaries and bonuses report.

Fees paid to the Members of the Board of Directors in 2013 totalled EUR 180,600.

Remuneration of the President & CEO and the Executive Management Group

Remuneration of the President & CEO and the Members of the Executive Management Group consists of a fixed monthly salary, an annual bonus (variable salary component) and a share-based incentive plan (variable salary component) intended

as a long-term reward. The annual bonus is determined on the basis of Glaston's financial performance. The indicators used are the Group's result and the business segment's or business unit's result as well as function-specific targets. The maximum amount of the President & CEO's annual bonus is 50% of annual salary. For the other members of the Executive Management Group, the maximum amount of annual bonus is 40% of annual salary.

In addition, the President & CEO has a separate share bonus plan, on the basis of which he received one year after the start of his employment relationship, i.e. on 3 September 2010, a total of 50,000 Glaston Corporation shares as well as cash to the sum required for the taxes and tax-related payments arising from the distributed shares on the date that the shares were awarded. Metsänen also participates in the Company's current incentive schemes for key individuals.

The President & CEO's period of notice is three months. In addition, the President & CEO is paid compensation

Salaries and bonuses paid to the Group's Executive Management Group

EUR	2013	2012
President & CEO Arto Metsänen		
Paid salary	374,319	355,530
Paid bonuses	-	84,000
Total salary	374,319	439,530
Fringe benefits	18,722	18,065
Total	393,041	457,595
Statutory pension contributions (TyEL or similar scheme)	70,747	82,367
Voluntary pension contributions	45,429	57,162
Other Executive Management Group, total *)		
Paid salaries	1,008,509	1,293,328
Severance pay	-	540,000
Paid bonuses	165,700	185,576
Total salaries	1,174,209	2,018,904
Fringe benefits	28,494	99,731
Total	1,202,703	2,118,635
Statutory pension contributions (TyEL or similar scheme)	146,661	192,886
Voluntary pension contributions	27,804	71,767

*) The remuneration includes salaries only for the period they have been members of the Executive Management Group.

corresponding to 12 months' salary if he is dismissed by the Company. If more than 50% of the Company's shares are transferred to a new owner in connection with a merger or acquisition, the President & CEO shall have the right to terminate his employment contract with 1 month's notice, in which case he shall be paid one-off severance pay of EUR 200,000.

The President & CEO has the opportunity to retire at 63 years of age. The President & CEO and one member of the Executive Management Group are entitled to a supplementary pension that exceeds the statutory scheme. The retirement age of other members of the Executive Management Group is in accordance with normal local legislation.

The table on page 13 presents the total remuneration of the President & CEO and the Members of the Executive Management Group in 2013.

On 12 December 2011, Glaston's Board of Directors decided on a new share-based incentive plan for the Group's key personnel. The share bonus plan has three performance periods, namely the calendar years 2012, 2013 and 2014. The company's Board of Directors decides on the plan's performance criteria and the targets set for them at the beginning of each performance period. The share bonus plan's target group consists of around 25 people. The bonuses payable on the basis of the plan will correspond during three years to a maximum of 4.8 million Glaston Corporation shares. In January 2014, the Company's Board of Directors decided to withdraw the plan. No rewards were paid during the plan's period of validity.

On 7 February 2013, Glaston's Board of Directors decided on a new share-based incentive plan for key individuals. The share bonus plan has one performance period, which began on 15 March 2013 and ends on 15 March 2014. Participation in the plan and receipt of rewards for the performance period require that a key employee subscribed for the company's shares in the share issue organised in spring 2013. Rewards of the plan will be paid in April 2014 as cash instead of shares in accordance with a decision of the Board of Directors, provided that the key employee's

employment or service with the Group is in force and that he or she still owns the shares subscribed for in the share issue. The share ownerships of the Executive Management Group are presented at the end of this statement.

AUDITING

The Company has one auditor, which must be an auditing firm authorised by the Finnish Central Chamber of Commerce. Annual General Meeting elects the auditor to audit the accounts for the financial year, and the auditor's duties cease at the close of the subsequent Annual General Meeting. The auditor's duty is to audit the consolidated and parent company financial statements and accounting as well as the parent company's governance, and to give reasonable assurance that the financial statements and the Report of the Board of Directors give a true and fair view of the Group's operations and result as well as its financial position. The Company's auditor presents the audit report required by law to the Company's shareholders in connection with the annual financial statements and reports regularly to the Board of Directors. The auditor, in addition to fulfilling general competency requirements, must also comply with certain legal independence requirements guaranteeing the execution of an independent and reliable audit.

At the 2013 Annual General Meeting, the accounting firm Ernst & Young Oy was elected as the Company's auditor. The responsible auditor was Harri Pärssinen APA. Auditing units representing Ernst & Young have mainly served as the auditors of the Company's subsidiaries in each country. In 2013 the Group's auditing costs totalled EUR 524,000, of which Ernst & Young received EUR 497,000. Ernst & Young Oy's auditing expenses for the audit for financial year 2013 totalled EUR 301,000. In addition, auditing units belonging to Ernst & Young have provided other advice to Group companies to a value of EUR 73,000.

MAIN FEATURES OF THE INTERNAL CONTROL AND RISK MANAGEMENT PERTAINING TO THE FINANCIAL REPORTING PROCESS

Internal control is an essential part of the Company's administration and management. Its aim is to ensure that the Group's operations are efficient, productive and reliable and that legislation and other regulations are complied with. The Group has specified for the main areas of its operations Group-wide principles that form the basis for internal control.

The Group's internal control systems serve to provide reasonable assurance that the financial reports published by the Group give reasonably correct information about the Group's financial position. The Board of Directors and the President & CEO are responsible for arranging internal control. A report covering the Group's financial situation is supplied monthly to each Member of the Board of Directors. The Group's internal control is decentralised to different Group functions, which supervise within their areas of responsibility compliance with the policies approved by the Board of Directors. The Group's financial management and operational control are supported and coordinated by the Group's financial management and controller network.

The Group's financial reporting process complies with the Group's operating guidelines and standards relating to financial reporting. The interpretation and application of financial reporting standards has been concentrated in the Group's Financial Management organisation, which maintains operating guidelines and standards relating to financial reporting and is responsible for internal communication relating to them. The Group's Financial Management organisation also supervises compliance with these guidelines and standards. The Company has no separate internal auditing organisation. The Group's Financial Management organisation regularly monitors the reporting of segments and addresses deviations perceived in reporting and, if necessary, performs either its own separate internal auditing or commissions the internal auditing from external experts. Control of reporting

and budgeting processes is based on the Group's reporting principles, which are determined and centrally administered by the Group's Financial Management organisation. The principles are applied consistently throughout the Group and a consistent Group reporting system is in place.

RISK MANAGEMENT

Risk management is an essential part of Glaston's management and control system. The purpose of risk management is to ensure the identification, management and monitoring of risks relating to business targets and operations. Risk management principles have been specified in a risk management policy approved by the Company's Board of Directors, and operating practices in a risk management process description and in risk management guidelines.

The principle guiding Glaston's risk management is the continuous, systematic and appropriate development and implementation of the risk management process, with the objective being the comprehensive recognition and appropriate management of risks. Glaston's risk management focuses on the management of risks relating to business opportunities and of risks that threaten the achievement of Group objectives in a changing operating environment. From the perspective of risk management, the Company has divided risks into four different groups: strategic risks, operational risks, financial risks and hazard risks. Risks relating to property, business interruption as well as liability arising from the Group's operations have been covered by appropriate insurances. Management of financial risks is the responsibility of the Group Treasury in the Group's parent company.

Glaston's risk management policy includes guidelines relating to the Group's risk management. Risk management policy also specifies the risk management processes and responsibilities. Glaston's risk management consists of the following stages: risk recognition, risk assessment, risk treatment, risk reporting and communication, control of risk management activities and processes, business continuity planning and crisis management. As

part of the risk management process, the most significant risks and their possible impacts are reported to company management and the Board of Directors regularly, based on which management and the Board can make decisions on the level of risk that the Company's business areas are possibly ready to accept in each situation or at a certain time.

It is the duty of Glaston's Board of Directors to supervise the implementation of risk management and to assess the adequacy and appropriateness of the risk management process and of risk management activities. In practice, risk management consists of appropriately specified tasks, operating practices and tools, which have been adapted to Glaston's segments and group-level management systems. Risk management is the responsibility of the senior manager of each segment and group-level function. Risk recognition is in practice the responsibility of every Glaston employee.

The Group Legal function is responsible for guidelines, support, control and monitoring of risk management measures. In addition, the function consolidates segment and group-level risks. The Group Legal function reports on risk management issues to the President & CEO and the Executive Management Group and assesses in collaboration with them any changes in the probabilities of the impacts of identified risks and in the level of their management. The Group Legal function also reports the results of risk management processes to the Board of Directors.

Segment and group-level risk management is included in the regularly repeated group-wide risk management process. The process can also be initiated during the year if substantial strategic changes requiring the initiation of the risk management process take place in a certain area of operations.

The management group of each segment identifies and assesses segment risks and specifies the segment's risk management measures by which an acceptable level of risk can be achieved.

With the aid of the risk management process, risks are systematically identified and assessed in each business segment

and at Group level. In addition, at each level measures are specified which, when implemented, will achieve an acceptable level of risk. Risks are consolidated from segment level to Group level. Action plans are prepared at each level of operations to ensure risks remain at an acceptable level. The Group's risks are covered in more detail in the Board of Directors' Review on page 9. The management and organisation of the Group's financial risks are presented in more detail in Note 3 of the consolidated financial statements on page 35.

INSIDER ADMINISTRATION

In addition to statutory insider regulations, Glaston complies with the insider guidelines for listed companies approved by NASDAQ OMX Helsinki Stock Exchange as well as the regulations and guidelines of the Finnish Financial Supervisory Authority (FIN-FSA).

Glaston's permanent insiders include the statutory insiders, namely the Board of Directors, the President & CEO and the main responsible auditor. In addition to these, Members of the Executive Management Group are also permanent insiders with a duty to disclose their ownership in Glaston.

Glaston's company-specific non-public insider register also includes some other management personnel and white-collar employees according to their job descriptions. At the preparation stage of significant projects, the company also keeps a project-specific insider register. Insiders are given a written statement of their inclusion in an insider register as well as guidelines on insider obligations.

The company's insider registers are maintained by Corporate Communications, which is responsible for updating the information. Shareholding information on the company's permanent insiders as well as their related parties' shareholdings are available in the SIRE system of Euroclear Finland Ltd. The information is also on Glaston's website.



Andreas Tallberg



Pekka Vauramo



Christer Sumelius



Claus von Bonsdorff



Anu Hämäläinen



Teuvo Salminen

ANDREAS TALLBERG

b. 1963, M.Sc.(Econ.)

Chairman of the Board, since 2007

Independent of the Company. CEO of Oy G.W.Sohlberg Ab, a significant shareholder.

Share ownership on 31.12.2013: 1,500,000 shares

Main occupation: Oy G.W. Sohlberg Ab, Managing Director, since 2007

Primary work experience:
EQT, Senior Partner, 1997–2006
MacAndrews & Forbes International, President, 1992–1995
Amer Group, Director, Business Development, 1987–1991

Key positions of trust:
Detection Technology Oy, Chairman of the Board, 2007–
Svenska Handelsbanken AB (publ), Finnish branch, Member of the Board 2008–
StaffPoint Holding Oy, Member of the Board, 2012–
Wulff Group Plc, Chairman of the Board, 2012–
Nissala Oy, Chairman of the Board, 1999–

PEKKA VAURAMO

b. 1957 M.Sc.(Mining)

Member of the Board, since 2011

Independent of the Company and of significant shareholders

Share ownership on 31.12.2013: 250,000 shares

Main occupation: Finnair Plc, President & CEO 2013–

Primary work experience:
Cargotec Corporation, MacGregor, Chief Operating Officer, 2012–2013
Cargotec Corporation, Chief Operating Officer, Deputy to CEO, 2007–2012
Employed by Sandvik, 1985–2007
President of the Underground Hard Rock Mining Division of Sandvik Mining and Construction (SMC) and Member of the SMC Management Team Sandvik Country Manager in Finland, 2005–2007
President of TORO Loaders Division of SMC, 2003–2005
President of Drills Division of SMC, 2001–2003

Key positions of trust:
Normet Group Oy, Member of the Board 2008–

CHRISTER SUMELIUS

b. 1946, M.Sc.(Econ.)

Deputy Chairman of the Board, since 1995

Dependent of the company, independent of significant shareholders

Share ownership on 31.12.2013: 4,878,933 shares, including shares in the ownership of related parties and controlling interest companies

Main occupation: Oy Investsum Ab, Chairman of the Board, since 1984

Primary work experience:
Se-Center Oy, Managing Director, 1987–2007
Graphex GmbH, Director, 1979–1988
Pyramid Advertising Co. Ltd. (Lagos), Chairman, 1983–1985
Pyramid Paper Products Ltd. (Lagos), Managing Director, 1982–1984
Pyramid Inks Manufacturing Co. Ltd. (Lagos), Director, 1981–1985
Finska Papperbruksföreningen, Finnmap, (Singapore), Area Representative, 1980–1981

Key positions of trust:
Oy Investsum Ab, Chairman of the Board, 1984–
Technotree Corporation, Member of the Board, 2001–
Finnish Association of Professional Board Members, Member, 2003–
Chemdyes Sdn. Bhd. Penang (Malaysia), Member of the Board, 2006–
Xemet Oy, Member of the Board, 2008–
Nicholas Sourcing Ltd., Member of the Board, 2008–
I-Hygiene Solutions (Malaysia), Member of the Board, 2009–

CLAUS VON BONSDORFF

b. 1967, M.Sc.(Eng.), M.Sc.(Econ.)

Member of the Board, since 2006

Independent of the Company and of significant shareholders

Share ownership on 31.12.2013: 172,600 shares

Main occupation: Nokia Siemens Networks, Head of Customer Operations, Strategy, Business Development and Marketing, since 2007–

Primary work experience:
Nokia Siemens Networks, Management positions, since 2007
Nokia Plc, Expert and management positions, 1994–2007

Key positions of trust: –

ANU HÄMÄLÄINEN

b. 1965, M.Sc.(Econ.) – Member of the Board, since 2012

Independent of the Company and of significant shareholders

Share ownership on 31.12.2013: 150,000 shares

Main occupation: Wärtsilä Corporation, Vice President, Group Control, 2010–

Primary work experience:
Wärtsilä Corporation, Director, Financial Accounting, 2008–2010
SRV Group, Senior Vice President, Financial Administration, 2006–2008, IFRS & IPO Project Manager
Quorum Group, Administration Director and Senior Partner, 2005–2006
Pohjola Group: Conventum Securities Ltd, Managing Director, 2004–2005; Conventum Ltd, Administrative Director and Partner, 2001–2004
Metra Group, Economic and financial positions, 1991–1999

Key positions of trust: –

TEUVO SALMINEN

b. 1954, M.Sc.(Econ.), APA – Member of the Board, since 2010

Independent of the Company and of significant shareholders

Share ownership on 31.12.2013: 300,000 shares

Main occupation: Professional Board Member

Primary work experience:
Pöyry Plc, 1985–2010:
Senior Advisor 2010, Group Executive Vice President, Deputy to the CEO, 1999–2009
Head of Infrastructure & Environment Business Group, 1998–2000,
Head of Construction Services Business Group, 1997–1998
Chief Financial Officer, 1988–1999

Key positions of trust:
CapMan Plc, Member of the Board, 2001–2005, Deputy Chairman of the Board, 2005–
Holiday Club Resorts Oy, Chairman of the Board, 2008–
Havator Oy, Chairman of the Board, 2010–
Cargotec Plc, Member of the Board, 2010–
Evli Bank Plc, Member of the Board, 2010–
Tieto Corporation, Member of the Board, 2010–
3Stepit Oy, Member of the Board, 2011–
Kasarmin Kulma Oy, Member of the Board, 2013–
As TREV-2 Grupp, Member of the Supervisory Board, 2013–

Executive Management Group 1 January 2013



Arto Metsänen

Pekka Huuhka

Sasu Koivumäki

Taina Tirkkonen

Juha Liettyä

Roberto Quintero

Frank Chengdong Zhang

ARTO METSÄNEN

b. 1956, M.Sc.(Eng.)

President & CEO

Employed by the company and Chairman of the Executive Management Group, since 2009

Share ownership on 31.12.2013: 1,500,000 shares

Primary work experience:
CPS Colour Group Oy, President & CEO, 2005–2009
Consolis Oy, President & CEO, 2005
Sandvik Tamrock Oy, President, 2003–2005
Sandvik Tamrock, SVP USA and Mexico, 2002–2003
Sandvik Tamrock Oy, SVP South Europe and Middle East, 1998–2002

PEKKA HUUHKA

b. 1956, M.Sc.(Eng.)

Senior Vice President, Services Segment, 2012–

Employed by the company and Member of the Executive Management Group, since 2010

Share ownership on 31.12.2013: 150,000 shares

Primary work experience:
Glaston Finland Oy, Senior Vice President, Supply Chain, 2010–30.6.2012
Swot Consulting Finland Oy, Managing Partner, 1998–2010
Tamrock Region Europe, Area Sales Director, Germany, 1993–1998
Tamrock Oy, Product Management, 1991–1993
Tamrock Oy, Production Management, 1982–1991

SASU KOIVUMÄKI

b. 1974, M.Sc.(Econ.)

Chief Financial Officer

Employed by the Company since 2002, Member of the Executive Management Group, since 1 October 2012

Share ownership on 31.12.2013: 300,000 shares

Primary work experience:
Glaston America Inc., Sales Director, 2010–9.2012
Glaston Corporation, Finance Manager, 2007–2010
Tamglass Finton Oy, Managing Director, 2005–2007
Tamglass Glass Processing Ltd, Business Controller, 2002–2005
Finnforest Oyj, Several financial management positions, 1998–2002

TAINA TIRKKONEN

b. 1975, LL.M., M.Sc.(Admin.)

General Counsel

Employed by the company since 2011, Member of the Executive Management Group, since 4 February 2013

Share ownership on 31.12.2013: 75,000 shares

Primary work experience:
Metso Minerals Oy, Legal Counsel, 2008–2011
Cargotec Corporation, Legal Counsel, 2006–2008

JUHA LIETTYÄ

b. 1958, B.Sc.(Eng.)

Senior Vice President, Machines Segment, since 1.1.2014

Employed by the Company since 1986, Member of the Executive Management Group, since 2007

Share ownership on 31.12.2013: 250,000 shares

Primary work experience:
Glaston Finland Oy, SVP Heat Treatment Product Line, 2012–2013
Glaston Finland Oy, Services, 2009–30.6.2012
Glaston Corporation, SVP, Quality and Business Development, 2007–2009
Kyro Corporation, SVP Technology, 2003–2007
Tamglass Engineering Ltd Oy, Managing Director, 1999–2003
Tamglass Ltd Oy, several management positions, 1991–2003
Tamglass Engineering Ltd Oy, Maintenance Manager, 1989–1991
Tamglass Engineering Ltd Oy, Project Engineer, 1986–1989

ROBERTO QUINTERO

b. 1975, B.Sc.(Eng.)

Senior Vice President, Pre-processing and Tools Product Lines, since 1.7.2012

Employed by the Company 2008–28.2.2014, Member of the Executive Management Group, 1.7.2012–14.2.2014

Share ownership on 31.12.2013: 50,000 shares

Primary work experience:
Glaston Finland Oy, Product Line Director, Heat Treatment, 2010–30.6.2012
Glaston Finland Oy, Managing Director, 2011–2012
Glaston Finland Oy, Product Development Director, 5.2009–12.2009
Glaston Finland Oy, Director, Quality and Business Development, 2008–31.4.2009
Metso Minerals Oy, Sales and Marketing Director, CIS, 2006–2007
Metso Minerals Oy, Business Development Director, Mining Industry, 2005–2006
Metso Minerals Oy, several product management positions, 2000–2005

FRANK CHENGdong ZHANG

b. 1968, EMBA, B.Sc.
(Power Machinery Engineering)

General Manager, Asia

Employed by the Company since 2008, Member of the Executive Management Group, since 2010

Share ownership on 31.12.2013: no shares

Primary work experience:
GE Motors & Controls, General Manager, Asia, 2005–2008
GE Lighting Systems, Product Line Director, 2005–2008