

RESTAMAX PLC

CORPORATE GOVERNANCE STATEMENT 2014

The governance of Restamax Plc (hereafter 'the Company') is based on the Company's Articles of Association, Finnish law (Companies Act and security markets law, for example) and the Company's Corporate Governance Code. With certain exceptions, the Company applies the Finnish Corporate Governance Code 2010 for listed companies ('Corporate Governance Code'), issued by the Securities market Association. This statement has been compiled in accordance with recommendation 54 of the Corporate Governance Code. The Corporate Governance Code is publicly available, for example, at the Securities Market Association website at www.cgfinland.fi.

This statement has been compiled as a separate report from the annual report of the Board of Directors. The statement shall not be updated during the financial period, but up-to-date information of the topics included will be presented in the Company's website at www.restamax.fi.

ANNUAL GENERAL MEETING

The tasks of the Annual General Meeting as the highest decision-making body of the Company have been determined in the Companies Act and in the Articles of Association. At the Annual General Meeting, the shareholders exercise their decision-making power in matters related to the Company. The Annual General Meeting is held within six months from the end of the financial period. The Board summons the Annual General Meeting and decides where and when it will be held. The Articles of Association state that the notice of the Annual General Meeting is published for the shareholders' information at least at the Company's website at the earliest three months and at the latest three weeks prior to the Annual General Meeting. However, the notice must be published at least nine days before the date of record of the Annual General Meeting.

The Annual General Meeting is attended by the CEO, the auditor, the Chairman of the Board and the other members of the Board, when possible. In addition, persons proposed for the first time as members of the Board shall participate in the Annual General Meeting, unless there are well founded reasons for their absence. The Annual General Meeting selects the Restamax Plc's Board of Directors and the auditors, decides on their remunerations and discharges the company management from liability. Matters to be discussed at the Annual General Meeting as well as the shareholders' right to participate are defined in Restamax Plc's Articles of Association and in the notice of the Annual General Meeting.

The Board of Directors summons an Extraordinary General Meeting when it considers it necessary or when required by the law.

BOARD OF DIRECTORS

The Board has general authority in all the Company's matters that have not been designated by law or the Articles of Association to be decided or implemented by other bodies. The Board of Directors is responsible for the Company's administration and the proper organisation of its operations. The Board confirms the Company's strategy, risk management principles and values, approves its business plan and decides on significant investments.

The operation of the Board of Directors follows current legislations, guidelines issued by the stock exchange, other authority regulations and the Company's the Articles of Association.

In accordance with the Articles of Association, the Annual General Meeting selects between five and seven members for Restamax Plc's Board of Directors. The term of office of the members of the Board ends when the following Annual General Meeting is concluded. The Board of Directors selects the CEO among its members. For the present, the Company's Board of Directors has not considered it necessary to establish audit, nomination or remuneration committees, since it is not required by the scope of the Company's business operations or the discharge of duties of the Board (deviation from Recommendation 18 of the Corporate Governance Code for Listed Companies).

Since 2005, the Chairman of the Board has been Timo Laine. The work of the Board of Directors is organised in accordance with the currently valid rules of procedure for the Board of Directors. The currently valid rules of procedure were accepted by the Board of Directors on 6 August 2013, and are available at the Company's website.

Selection, term of office and of composition of the members for the Board of Directors

The Annual General Meeting selects the members of the Board annually. In accordance with the Articles of Association, the Board consists of no less than five and no more than seven members. The term of office of the members of the Board ends when the following Annual General Meeting is concluded.

In addition to the Board members, meetings are attended by the CEO, Financial Director, the secretary of the Board as well as separately invited persons, when necessary.

The Board evaluates the independence of its members annually and reports which Board members it defines independent from the company and significant shareholders.

In 2014, the members of the Board of Directors of the Company were:

Timo Laine, b. 1966, diploma in marketing, Chairman of the Board

Mikko Aartio, b. 1969, vocational qualification in business and administration for upper-secondary school graduates

Jarmo Viitala, b. 1960, M. Sc. in Economy

Turo Levänen, b. 1960, MSc Techn, MBA (until 23 April 2014)

Petri Olkinuora, b. 1957, Msc Techn, MBA, Vice-Chairman of the Board

Sami Asikainen, b. 1971, vocational qualification in business and administration for upper-secondary school graduates

Mika Niemi, b. 1966, vocational qualification in business and administration (from 23 April 2014)

The Board members independent of the Company and significant shareholders are Jarmo Viitala and Petri Olkinuora. The composition of Restamax's Board of Directors deviates from the Corporate Governance Code recommendation concerning the number of independent directors, according to which the majority of the directors shall be independent of the company and at least two of the directors representing this majority shall be independent of significant shareholders of the company. Four members of the Board (Laine, Aartio, Niemi and Asikainen) are dependent on the company, so the composition of the Board does not meet Recommendation 14 of the Corporate Governance Code in this respect. The justification for this deviation is the Rengasravintolat acquisition made during the financial period as well as the acquisition of labour hire service operations and Asikainen's election as Managing Director of Smile Henkilöstöpalvelut Oy.

During the previous financial period, the Board of Directors had twenty-eight (28) meetings. Some of the meetings were held by e-mail or telephone.

The attendance of the members of the Board in the 2014 meetings:

Timo Laine 27/28

Mikko Aartio 27/28

Jarmo Viitala 24/28

Turo Levänen 7/7

Petri Olkinuora 25/28

Sami Asikainen 24/28

Mika Niemi 20/21

Both genders are not represented in the Board, as is instructed in recommendation 9 of the Finnish Corporate Governance Code, issued by the Securities Market Association. However, the goal of the Company is to include both genders in the composition of the Board.

Remunerations for the members of the Board of Directors

The Annual General Meeting decides on the remuneration of the members of the Board of Directors. In 2014, the remuneration of the Chairman and the Vice-Chairman of the Board was EUR 20,000, and the

remuneration paid to the members of the Board was EUR 10,000 for the financial period. Separate attendance allowance is not paid.

CEO AND THE EXECUTIVE TEAM

The Restamax Plc's Board of Directors appoints the CEO of the Company, supervises his or her operation and decides on the remuneration and benefits to be paid and the conditions of the post. The CEO is not a member in the Board of Directors. He or she is responsible for the operative administration in accordance with the legislation and the instructions issued by the Board, under its control.

Since 2005, the CEO for the Company has been Markku Virtanen (b. 1970).

The CEO manages the administration of routine matters of the Company in accordance with the instructions and orders issued by the Board of Directors. The CEO is directly responsible for the planning and implementation of the strategy and the corresponding investments, for ensuring that the bookkeeping is carried out as required by the law and that the Company's financial management has been organised in a reliable manner. Restamax Plc's investor relation communications and marketing functions operate directly under the command of the CEO. The CEO monitors the decisions related to the persons at the executive level, as well as other important operative decisions. He or she also ensures that the subsidiaries of the Group operate in the interests of the parent company and endorse the Group's strategy.

Operative business operations are the responsibility of the CEO with the help of the Executive Team. The Executive Team prepares and makes decisions in matters within the CEO's decision-making power.

Remuneration of the CEO

The Board approves of the level of the CEO's remuneration. In addition to the monetary compensation and in line with the Company's currently valid practices, the CEO of Restamax Plc, Markku Virtanen, receives the following fringe benefits: company car and occupational health care in accordance with the Company's policies.

The CEO's contract can be cancelled without special grounds by both parties with a term of notice of six (6) months. The retirement age of the CEO is regulated by the law. The CEO does not have retirement benefits that would exceed the statutory employee's pension.

The Executive Team

The tasks of the Executive Team include planning and implementing the Company's strategy, management of business operations, following the result, annual planning, and the management of investments, corporate acquisitions and operation's change plans. The Executive Team meets weekly.

AUDITING

The Articles of Association states that the Annual General Meeting selects the auditors for Restamax Plc. The audit firm selected must be an audit firm accepted by the Central Chamber of Commerce.

The 2014 Annual General Meeting selected authorised public accountants company Deloitte Oy as the auditor. APA Hannu Mattila will act as the responsible auditor.

The task of the auditor is to inspect the Company's bookkeeping, the accounts of the financial period and the management for the year that he or she has been selected for the task. The assignment ends at the following Annual General Meeting. In practice, the auditing work shall be carried out during the financial period by inspecting the business operations and administration, and as an actual financial statement audit after the financial period has ended.

In 2014, the auditors of Restamax Group were paid TEUR 115.2 for auditing tasks (in 2013: TEUR 88.5) and TEUR 61.1 for other guidance and consultation services (in 2013: TEUR 426.5).

INTERNAL CONTROL

Internal control

Restamax Plc's internal management and control procedures are based on the Companies Act, the Articles of Association and the internal policies of the Company. The Company's management and control are distributed between the Annual General Meeting, the Board of Directors, and the CEO. The internal control refers to all the procedures, systems and methods that the Company's management employs to ensure efficient, economical and reliable operations.

Restamax Plc's Board of Directors is responsible for organising the internal control. The Board of Directors has the utmost responsibility of the Company's visions, strategic goals and the commercial goals set based on them. The Board of Directors also bears the utmost responsibility for the supervision of the bookkeeping and financial management and the proper arrangement of the operations. The Board of Directors approves joint guidelines for the entire internal control of the Group.

The CEO is directly responsible for the implementation of the strategy and the corresponding investments, for ensuring that the bookkeeping is carried out as required by the law, and that the financial management has been organised in a reliable manner. Operative business operations are the responsibility of the CEO with the help of the Executive Team. The Company's senior management is responsible for internal control, while the auditors handle external auditing.

Taking the quality and scope of the business operations into consideration, the Company has not deemed necessary to establish a particular internal audit organisation. Instead, its duties are implemented in the business organisation's tasks in all the units of the Group.

Methods and procedures of internal auditing

The CEO is responsible for organising the bookkeeping and auditing mechanisms in practice. The CEO monitors decisions related to executive level persons, as well as important operative decisions. The CEO also ensures that the Group subsidiaries operate in the interests of the parent company and endorse the Group's strategy. The Group's Executive Team controls business operations and monitors the administration in the Group's daily operations.

The Group has defined clear authorisations for approving both investments and matters related to the personnel. The main tasks of the Group's Executive Team:

1. supervision of business operations and finances, and
2. handling investments, corporate acquisitions and expanding and restriction plans significant for the Group.

Internal control is an essential part of the Company's administration and management systems. It covers all units and operations of Restamax. Among other things, internal control should evaluate the sufficiency and efficacy of risk positions related to the Company's management and administrative systems, operations and data systems that apply to:

- the creativity and integrity of financial and operational data
- the efficiency and efficacy of operations
- securing assets
- compliance with laws, orders, and agreements.

RISK MANAGEMENT

Restamax tries to increase the owner value within the limits set by legislation and obligations of the society.

Restamax divides the risk factors influencing business operations, result and stock exchange value into five main categories: market and business operation risks, risks related to the personnel, technology and data security risks, financing risks and juridical risks.

Restamax strives to protect itself against other risks by employing extensive insurance contracts. These include statutory insurances, liability and property insurances, and legal protection ownership insurances.

The scope of the insurances, insurance sums and excesses are checked annually together with the Company's insurance company.

The Group's risk management and market change anticipation constitute an integral part of the management's every-day operation in order to guarantee the continuity of the business operations. Restamax carries out continuous risk mapping procedures related to its operations and aims to protect itself from refined risk factors in the best possible way.

REPORTING AND GUIDANCE SYSTEMS

The Group employs reporting systems required to efficiently monitor its operations. Internal auditing is connected to the Company's vision, strategic goals and the business goals defined on the basis of them. The realisation of business goals and the Group's financial development are monitored monthly with a guidance system covering the entire Group. As an essential part of the guidance system, the realisation data and up-to-date estimates are examined by the Group's Executive Team. The guidance system includes, among other features, extensive sales reports, profit and loss accounts, estimates for turnover and profit, and key figures for the operation.