

# Biohit's Corporate Governance Statement 2011

Biohit Oyj has prepared this Corporate Governance Statement on the basis of Section 51 of the Corporate Governance Code for listed companies released by the Securities Market Association.

The Corporate Governance Statement has been issued separately from the Report of Biohit Oyj's Board of Directors. The Board of Directors reviewed the Statement in its meeting on 16 March 2012.

The Report of the Board of Directors, the Auditor's Report and the full Corporate Governance Statement are available on Biohit's website at [www.biohithealthcare.com/investors](http://www.biohithealthcare.com/investors).

## RULES OBSERVED BY BIOHIT

Biohit Oyj is a Finnish public limited company whose Series B share is quoted on NASDAQ OMX Helsinki in the Small cap/Health-care group. The Biohit Group (hereinafter referred to as 'Biohit') comprises the parent company Biohit Oyj and its foreign subsidiaries, which primarily focus on sales and marketing for Biohit Oyj's products. Biohit is headquartered in Helsinki.

Biohit's administration complies with current legislation, standards and recommendations concerning public listed companies, the regulations of NASDAQ OMX Helsinki Oy, and Biohit Oyj's Articles of Association. Biohit Oyj also follows the Finnish Corporate Governance Code ("corporate governance code") for listed companies that was approved by the Securities Market Association in October 2008 and came into force on 1 January 2009. The Corporate Governance Code is available at [www.cgfinland.fi](http://www.cgfinland.fi).

## BIOHIT'S ADMINISTRATIVE BODIES IN 2011

The highest decision-making power at Biohit is exercised by its shareholders at the Annual General Meeting. The company's Board of Directors supervises the administration and organisation of the company and the Group's earnings trend. The President & CEO is responsible for operative management, and is assisted by a Management Team.

## Annual General Meeting

In 2011, Biohit's Annual General Meeting was held on 13 April in Helsinki. 2,965,490 Series A shares and 5,087,211 Series B shares were represented at the meeting, corresponding to 62.24% of all the company's shares and 92.7% of the votes. Over half of the members of the Board, all new candidates proposed for Board membership, and the chief auditor were in attendance.

An extraordinary general meeting was held in Helsinki on 23 November 2011. 2,875,800 Series A shares and 5,439,585 Series B shares were represented at the meeting, corresponding to 61.07% of all the company's shares and 89.74% of the votes. At the extraordinary general meeting, shareholders approved the divestment of Biohit's liquid handling business and authorised the Board of Directors to handle the transaction.

## Board of Directors

The Board of Directors, which comprises 5-7 members elected by the Annual General Meeting, is responsible for the administration and appropriate organisation of Biohit's business operations. The Board of Directors elects a chairman from amongst its members.

Board members' terms of office run from the date of their election by the AGM until the end of the next AGM.

The Board of Directors is responsible for Biohit's administration and the appropriate organisation of its business operations. The Board's areas of responsibility are laid down in the written rules of procedure approved by the Board. They are as follows:

- To develop shareholder value.
- To ensure the appropriate organisation of accounting and financial management.
- To adopt the parent company and consolidated financial statements and the Report of the Board of Directors for the financial year ended.
- To confirm the interim reports for each quarter at the end of March, June and September.
- To decide on Biohit's business plan, budget and investment plan.
- To decide on Biohit's financing and risk management policies.
- To approve management remuneration and incentive schemes.
- To appoint the President & CEO.
- To decide on Biohit's strategy, organisational structure, investments and other wide-reaching and significant issues.

The Board's decision-making is based on reports drawn up by operative management on the operational development of the Group and its business areas.

The Chairman is responsible for calling Board meetings and arranging Board activities. In general, the Board convenes once a month, that is, 10–12 times per year. The meeting schedule for the entire

term is confirmed in advance. When necessary, Board meetings are held more frequently or by teleconference.

The Board of Directors of Biohit Oyj convened 13 times in 2011. (13 times in 2010.) The average participation rate was 87% (87%).

### Members of the Board of Directors

The following were elected by the 2011 Annual General Meeting to serve as members of Biohit's Board of Directors in 2011:

#### Osmo Suovaniemi, born 1943, MD, PhD, Professor

- A member of the Board since 1988 and Chairman since 2011
- Non-independent of major shareholders and of the company
- Founder of Biohit and its former President & CEO
- Attended Board meetings 12 times in 2011

#### Kalle Kettunen, born 1964, M.Sc. (Eng.), MBA

- Member of the Board since 2008
- Independent of major shareholders and of the company
- CEO of Telko Oy
- Attended Board meetings 11 times in 2011

#### Eero Lehti, born 1944, MSc (Soc.Sc.)

- Member of the Board since 2009
- Independent of major shareholders and of the company
- Member of Parliament since 2007
- Founder of Taloustutkimus Oy and the Chairman of its Board
- Head owner of Suomen Lehtiyhtymä Oy and the Chairman of its Board
- Attended Board meetings 9 times in 2011

#### Mikko Salaspuro, born 1939, MD, PhD, Professor

- Member of the Board since 2008
- Independent of major shareholders but not independent of the company
- Specialist in internal medicine, gastroenterologist, and Professor of Alcohol Diseases at the University of Helsinki
- Attended Board meetings 11 times in 2011

#### Petteri Kilpinen, born 1964, BSc (Eng.), Harvard Business School in Senior Management Programme

- Member of the Board since 2011
- Independent of major shareholders and of the company
- Attended Board meetings 7 times in 2011

#### Seppo Luode, born 1952, MSc (Industrial Eng.), MBA (Stanford University)

- Member of the Board since 2011
- Independent of major shareholders and of the company
- Attended Board meetings 9 times in 2011

#### Saila Miettinen-Lähde, born 1962, MSc (Plastics Technology), BSc (Biomedical Eng.)

- Member of the Board since 2011
- Independent of major shareholders and of the company
- Attended Board meetings 9 times in 2011

Osmo Suovaniemi was Chairman of Biohit's Board of Directors during the 2011 financial year.

### Board Committees

The scope of Biohit's business operations does not require the appointment of an Audit Committee, and no other committees have been appointed to assist the Board.

### President & CEO

The President & CEO is responsible for the day-to-day management of the company in accordance with the instructions and regulations given by the Board of Directors. The President & CEO of the parent company is elected by the Board and also acts as Group President. The President also ensures the appropriate organisation and legality of the company's accounting and financial management. The terms of the President's employment are laid down in a written contract that is approved by the Board of Directors. The President cannot be elected Chairman of the Board.

Jussi Heiniö, LL.M., was President & CEO until 14 December 2011, when Semi Korpela, MSc (Econ.) took over the position:

#### Semi Korpela, born 1970, MSc (Econ.)

- With Biohit Oyj since 2011
- He has previously held the position of CFO at Biohit Oyj from 2003–2006. Since then, Korpela has been CFO of the CPS Color Group.

### Group Management Teams

Until 14 December 2011, Biohit had two Management Teams. One focused on Group-level administration and the liquid handling business and its development, while the other focused on the diagnostics business and its development.

The Liquid Handling Management Team's composition and areas of responsibility were as follows: Jussi Heiniö (President & CEO), Erkki Vesanen (Product Portfolio Management), Kalle Härkönen (Operations), Jukka-Pekka Haapalahti (Sales and Marketing), Seppo Riikonen (Quality and Risk Management). Tiina Hankonen (Finance, ICT and HR) and Josefin Hoviniemi (Communications) until June 2011, and Nina Hasu (Finance) as of August 2011. All the aforementioned Management Team members transferred to Sartorius on 14 December 2011 as part of the divestment of Biohit's liquid handling business.

The Diagnostics Management Team's composition and areas of responsibility were as follows: Jussi Heiniö (President & CEO), Lea Paloheimo (Product Portfolio Management), Kalle Härkönen (Operations), Jukka-Pekka Haapalahti (Sales and Marketing), Terhi Lampén (Marketing), Seppo Riikonen (Quality and Risk Management), Tiina Hankonen (Finance, ICT and HR) and Josefin Hoviniemi (Communications) were Management Team members until June 2011, and Nina Hasu as of August 2011.

After the divestment of Biohit's liquid handling business (as of 15 December 2011), the members of Biohit's Management Team are as follows: Semi Korpela (President & CEO), Tapani Tiusanen (Operations and ICT), Ulla Savelainen (Finance, Communications and HR), Terhi Lampén (Sales and Marketing) and Lea Paloheimo (Product Development and Quality).

The new Management Team met once during 2011.

### Managing Directors of subsidiaries

The Managing Directors of subsidiaries are responsible for the management of subsidiary operations and report to the President & CEO of the parent company.

Subsidiaries are responsible for the sales and marketing of Biohit's products in their market areas. The Managing Directors of subsidiaries operate under the management and supervision of Biohit's President & CEO.

In 2011, the Managing Directors of Biohit's subsidiaries were: Venkat Rao (India), Ian Hemmings (UK), Hideaki Mizoguchi (Japan), Eirik Pettersen (China), Régis Carnis (France), Matthias Beuse (Germany), Victor Peppi (Russia) and Robert P. Gearty (USA).

At the end of the year, Graham Johnson was appointed Managing Director of the UK subsidiary. Wilson (Wei Xiang) Feng (China) and Yulia Kubacheva (Russia) will remain at Sartorius during the transition phase, until subsidiaries have been established.

The personal details and shareholdings of Biohit's Board of Directors and operative management are available on the Internet at: [www.biohithealthcare.com/investors](http://www.biohithealthcare.com/investors).

## REMUNERATION IN 2011

### Members of the Board of Directors

The Annual General Meeting approves the fees of Biohit Oyj's Board of Directors. A decision was made at the Annual General Meeting on 13 April 2011 to pay a monthly fee of EUR 1,600 to the Chairman of the Board and a monthly fee of EUR 1,500 to other Board members.

Other remuneration for Board members (in addition to the Board membership fee) is charged by time, and the Board has approved these invoicing principles.

An employment contract was signed on 10 June 2010 with Professor Osmo Suovaniemi, a member of the Board, under which Suovaniemi is paid a monthly fee approved by the Board of Directors for his services as scientific advisor to the Board. In 2011, this fee was EUR 14,000 a month plus car and phone benefit.

### President & CEO and other company management

The Board approves the President & CEO's remuneration and terms of employment. The salary paid to the company's President & CEO, Jussi Heiniö, in 2011 was EUR 16,000 a month plus car and phone benefit. Jussi Heiniö transferred to Sartorius on 14 December 2011 as part of the divestment of Biohit's liquid handling business.

Semi Korpela took over as Biohit's President & CEO on 14 December 2011. Semi Korpela's salary is EUR 10,000 a month plus phone benefit.

The President approves the remuneration and terms of employment of Management Team members. Biohit's Board of Directors approves the principles of the incentive schemes for Management Team members and the President & CEO. Bonuses are determined on the basis of the net sales and earnings trends in each person's area of responsibility. The maximum bonus that can be received depends on each person's monthly salary and can total no more than three month's salary.

No bonus was approved for the President & CEO and Management Team members in 2011.

The President & CEO approves the salaries of subsidiaries' Managing Directors in accordance with the instructions provided by Biohit's Board of Directors. Profit-based incentives are dependent on sales and profitability trends for each unit's product segments.

Biohit does not employ any incentive schemes that pay management in the company's own shares.

### Pension plans

No other notable pension arrangements, beyond those mandated by law, have been made with the Managing Directors of Group companies.

### Remuneration and other benefits 2011

During the financial year ending 31 December 2011, remuneration paid to members of the parent company's Board totalled EUR 123,000 (EUR 104,000 in 2010).

President & CEO Jussi Heiniö was paid EUR 220,891. Osmo Suovaniemi was paid EUR 187,800 as a member of the scientific advisory board.

The salaries and fees of the Group's Managing Directors totalled EUR 638,000 (EUR 801,000 in 2010 and EUR 839,000 in 2009).

Salaries paid to other Management Team members totalled EUR 606,000 (EUR 1,002,000 in 2010 and EUR 854,000 in 2009).

## MAIN CHARACTERISTICS OF THE INTERNAL CONTROL OF THE FINANCIAL REPORTING PROCESS AND RISK MANAGEMENT

Biohit's internal control is responsible for ensuring that the Group carries out its business operations within the framework of current regulations and legislation, and in accordance with the Board of Directors' instructions. Internal control seeks to ensure that the Group operates with maximum efficiency and that the objectives set in the strategy ratified by the Board of Directors are achieved at different levels of the organisation. Risk management is geared towards supporting the achievement of these objectives by anticipating and managing business-related risks.

### Control environment

Biohit's business operations and administration aim to realise the company's values, of which the most important is to promote health and wellbeing through innovation. Biohit will now focus on its diagnostics business, in which the company conducts global operations in both manufacturing and sales and marketing.

Biohit's control environment is defined by the Board of Directors, which, as the highest administrative body, is responsible for organising internal control. The President & CEO is responsible for maintaining the efficiency of the control environment and the functionality of internal control. Biohit's financial department is responsible for the functionality of financial reporting as well as the interpretation and application of financial statement standards in line with the separately ratified instructions.

### Risk assessment

In the assessment of risks related to financial reporting, Biohit's objective is to identify the major risks associated with the Group's business operations and environment. The cost-effective management and monitoring of these risks will then ensure that the company's strategic and operational targets can be reached as intended.

The Board of Directors carries the main responsibility for risk assessment and monitoring the implementation of risk management. The President & CEO works with the parent company's operative management and subsidiaries' managements to ensure that the Group's risk management is duly arranged. The parent company's operative management is responsible for identifying and managing the risks involved within each business area, while subsidiaries' managements are responsible for those in their own market areas.

Risk management is one of the areas covered by Biohit's internal control processes, which regularly monitor the risks associated with the company's business operations, identify any changes and, if necessary, take appropriate action to hedge against them. Risk management focuses on ensuring the continuity of business operations and preventing financial misconduct.

### Control measures

Internal control measures are integrated into the Group's general business management and reporting process. Subsidiaries report on business and earnings trends and the most significant deviations to Group Management on a monthly and quarterly basis. The Group's Management Team reports to the BOD on the overall development of business; these two bodies, together with the President and CEO, decide on overall corporate strategies and procedures guiding the operations of the Group.

Subsidiaries' Boards follow business developments and ensure that the parent company's approved instructions and guidelines are followed. As a rule, each subsidiary's Board of Directors convenes after the end of each quarter. Subsidiary Boards work with financial reports and the written quarterly reports drawn up by subsidiary management.

Biohit's steering and control is carried out in accordance with the management system described above. The company provides the reporting systems necessary for business and financial management.

The financial department of the parent company provides instructions for drawing up annual and interim financial statements and prepares the consolidated financial statements. The parent company's financial department retains central control of funding and administrative matters within the framework of the instructions provided by the Board of Directors and the President & CEO, and is also responsible for the management of interest and exchange rate risks. The Managing Directors of subsidiaries ensure that subsidiaries' reporting is carried out in accordance with the instructions given by the Group's Management Team. The parent company's administration department controls and provides instructions on Group-level personnel policies and any agreements made within the Group.

### Disclosure policy

Biohit aims to provide all of its stakeholders with information about the company's operations in a proactive, consistent and timely manner. The company seeks to take the special requirements and interests of all its stakeholders into account in its communications, in order to increase confidence in the company and thereby promote its business operations. Biohit's Board of Directors has ratified an information release policy with a view to ensuring the accuracy and reliability of any information released. The policy also specifies who is responsible for communications in different situations.

Biohit's financial department regularly provides information on processes related to financial administration reporting. This ensures the real-time availability of data, which is a prerequisite for efficient internal control. Financial administration guidelines and the company's information release policy aim to ensure the promptness and comprehensiveness of communications and the release of information required for internal control purposes.

### Monitoring

The efficiency of internal controls on financial reporting is overseen by the Board of Directors, the President & CEO, Management Team members, and the Managing Directors of subsidiaries. Control focuses on following weekly and monthly financial reports and forecasts, and analysing any deviations from business plans. Monitoring is performed at all Board and Management Team meetings where reports are reviewed. It is supported by regular contact between Group Management and the company's auditor, and the analyses of any deviations, which occurs at least once a quarter. The audit frameworks for the Group's subsidiaries and key audit areas are jointly defined by the Group's financial management and the chief auditor.

Financial reporting processes and resources have been reorganised to meet Biohit's new requirements after the divestment of its liquid handling business.

Biohit has not appointed a separately organised function for internal auditing purposes. The Group's financial management holds primary responsibility for the practical implementation of the internal audit.

The Group has all the internal control reporting systems required for financial management and monitoring business development. The reporting systems produce monthly financial data, so that financial management can ensure that the parent company's approved instructions on, for example, authorisations are being adhered to. The Group's auditor and the auditors of each subsidiary evaluate the effectiveness of the internal control system both in connection with the external audit and through spot checks throughout the financial year.

### AUDIT 2011

The auditor elected by the AGM is responsible for Biohit's statutory audit. According to the Articles of Association, the company needs to have one auditing body approved by the Central Chamber of Commerce.

Biohit's auditor in 2011 was authorised public accountants Ernst & Young Oy, with Erkkä Talvinko, Authorised Public Accountant, as chief auditor.

### Auditors' fees

The Group's invoiced auditors' fees for the financial year 2011 totalled EUR 149,000 (EUR 138,000 in 2010). Authorised public accountants Ernst & Young Oy were also paid a total of EUR 50,000 (EUR 29,000 in 2010) for other services.

### INSIDERS

Biohit applies the Guidelines for Insiders approved by NASDAQ OMX Helsinki Oy, as well as any relevant amendments.

Biohit's Communications Director is responsible for the company's insider control. The Director ensures that insiders are aware of insider regulations and adhere to trading restrictions. Insiders are not allowed to trade Biohit Oyj securities for 21 days before the publication of the company's financial statement bulletin and interim reports. Insiders participating in projects are not allowed to sell or purchase shares in Biohit before an announcement has been made of the continuation or discontinuation of a project.

Information on the shareholdings of Biohit's insiders and their trading activity is available on Biohit's website at [www.biohithealthcare.com/investors](http://www.biohithealthcare.com/investors).