

RAPALA VMC CORPORATION

CORPORATE GOVERNANCE STATEMENT

DECEMBER 31, 2019

Rapala VMC Corporation's Corporate Governance is based on Finnish laws, other regulations concerning publicly listed companies, Rapala VMC Corporation's Articles of Association and the rules and instructions of Nasdaq Helsinki Oy. Rapala VMC Corporation adheres also to the Finnish Corporate Governance Code which is publicly available at www.cgfinland.fi. More detailed and updated information on the Group's Corporate Governance issues, as well as this Corporate Governance Statement, is available on the corporate website www.rapalavmc.com. This Corporate Governance Statement has been approved in the Board of Directors ("Board") meeting on February 12th, 2020.

Corporate Governance Statement is presented separately from the Report of the Board and financial statements. Report of the Board and the financial statements are available at the website of the corporation.

GENERAL MEETING

The General Meeting is the highest decision-making body of a limited company where the shareholders participate in the supervision and management of the corporation. The Annual General Meeting ("AGM") decides on the matters stipulated in the Companies Act and Rapala VMC Corporation's Articles of Association such as adoption of the financial statements, the use of the profit shown on the balance sheet, the discharge of the Members of the Board and the Managing Director, the number and the appointment of the Members of the Board and appointment of the auditor.

The Group's President, the Chairman of the Board and all of the directors shall attend the General Meeting. A person nominated for the first time to be elected as a member of the Board shall participate in the General Meeting where the election takes place. The auditor shall participate in the AGM.

The AGM of the corporation is held once a year. According to the Articles of Association, the AGM shall be held before the end of June. An extraordinary General Meeting is to be convened when necessary. The shareholders exercise their rights of vote and action at the General Meeting. Each share is entitled to one vote in the General Meeting.

Under the Articles of Association the shareholders of the corporation are invited to the General Meeting by publishing the notice of a General Meeting in one national daily paper and on the Group's corporate website no earlier than three months and no later than three weeks before the General Meeting. The invitation shall state the matters to be handled at the General Meeting and in addition the information required by the Finnish Corporate Governance Code. Before the end of a financial year preceding the General Meeting the corporation will announce on its website a date on which at the latest the shareholder must suggest matters to be handled by the General Meeting. This date cannot be earlier than four weeks before sending the invitation to the General Meeting. Rapala VMC Corporation's AGM is on Thursday March 26, 2020. Shareholders possible request to have a matter dealt with by the AGM 2020 shall be delivered February 6, 2020 at the latest. The minutes of the AGM are published on the Group's website at www.rapalavmc.com within two weeks of the meeting.

More information on the General Meeting is found on the Group's corporate website.

BOARD OF DIRECTORS

The members of the Board are elected by the AGM. The term of a member of the Board lasts until the end of the next AGM. The Articles of Association provide that the Board consists of no fewer than five and no more than ten members. The Board elects the Chairman from among its members to serve until the next AGM. Possible new members of the Board are briefed to the business of the corporation.

The duties and responsibilities of the Board are principally based on the Finnish Companies Act and the corporation's Articles of Association. All significant issues concerning the corporation are decided by the Board. These include, but are not limited to, appointing and removing the CEO, approving strategic guidelines, financial statements, interim reports, business plans, annual budgets, stock exchange releases and considerable investments or divestments.

The Board assembles according to a pre agreed-time schedule to address designated matters. The Chairman of the Board composes an agenda according to a proposal made by the CEO. Members of the Board have a right to propose and include distinct matters into the agenda. The Board shall have a quorum when more than half of the Members of the Board are present. The opinion of the simple majority shall constitute the decision of the Board of Directors. The Board follows the written Charter of the Board approved by the Board of which crucial content has been covered here including the tasks of the Board of Directors. The CEO and the General Counsel, who acts as a secretary of the Board attend the meetings of the Board of Directors. Other members of the Executive Committee attend the meetings when necessary.

In connection with the preparation of a proposition concerning the assembly of the Board the corporation follows a practice in where the significant shareholders of the corporation prepare the propositions concerning the Board of Directors, including the propositions for the number of board members, remuneration and when necessary the members of the Board for the General Meeting. The Board has not established a Nomination Committee nor has the General Meeting erected a Shareholders' Nomination Committee. The representatives of the significant shareholders of the corporation noted above are also members of the Board of the Corporation and the proposition shall be served for the information of the Board and to be discussed. The proposition shall also be released as a stock exchange release and be included in the notice of the General Meeting provided that the proposition has been delivered to the corporation early enough to be included in the notice.

The requirements set by the corporation's operations and its development phase will be considered with regard to the composition of the Board of Directors. A candidate to the Board must have the necessary qualifications for the position and time to fulfil their duties. The number of members on the Board and its composition must enable efficient performance when the Board's tasks are being managed. In order to ensure the diversity of the Board of Directors, the members' competence, experience and industry-specific knowledge must be taken into account when candidates are being proposed as members of the Board. The corporation strives to have both genders represented in the Board and that members represent wide-ranging and diverse perspectives.

There were no changes in the assembly of the Board during the year 2019. At the end of the financial year 2019 the Board consisted of six members.

The Board assesses its members' independency. Four external expert members are Mr. Emmanuel Viellard, Mr. Eero Makkonen, Mr. Marc Speeckaert and Ms. Julia Aubertin. Mr. Jorma Kasslin and Mr. Louis d'Alançon are dependent on the corporation as they have acted as a President and CEO of the corporation. All members of the Board, other than Mr. Emmanuel Viellard and Mr. Louis d'Alançon are independent of significant shareholders of the corporation.

Number of Board and Remuneration Committee meetings in 2019 and participant attendance are presented on below table:

	BOARD	REMUNERATION COMMITTEE
Louis d'Alançon	14/15	
Jorma Kasslin	15/15	
Emmanuel Viellard	14/15	1/1
Eero Makkonen	14/15	1/1
Marc Speeckaert	15/15	1/1
Julia Aubertin	13/15	

The current members of the Board and their shareholdings on December 31, 2019 are:

Louis d'Alançon

President and Chief Executive Officer since September 27, 2019
 Chairman of the Board since 2018
 Board member since 2017
 M.Sc. Civil Engineering, Major in Economy and Finance
 Year of birth 1959
 Shareholding*: 2 200

Jorma Kasslin

Board member since 1998
 Chairman of the Board 2016-2018
 M.Sc. (Eng.)
 Year of birth: 1953
 Shareholding and options *: 26 878

Emmanuel Viellard

Board member since 2000
 Chairman of the Board 2005-2016
 President of Viellard Migeon & Cie
 CEO of LISI
 MBA, CPA
 Year of birth: 1963
 Shareholding and options *: 2 000

Eero Makkonen

Board member since 1998
 Chairman of the Board 1999-2005
 B.Sc. (Eng.)
 Year of birth: 1946
 Shareholding and options *: 5 000

Marc Speeckaert

Board member since 2005
 MBA
 Year of birth: 1951
 Shareholding and options *: 3 000

Julia Aubertin

Board Member since 2014
 M.Sc. (EDHEC)
 Year of birth: 1979
 Shareholding and options *: -

* Shares and share-based rights of each member and corporations over which he/she exercises control in the company and its group companies.

Charter of the Board is available on the corporate website.

BOARD COMMITTEES

The Board decides of founding of committees. It also verifies the key tasks of each committee and the policies in the written charter. A committee must regularly report to the Board of its work.

In 2019, the Board had one Board committee, the Remuneration Committee. The Remuneration Committee operates under its charter and its main responsibility is to prepare the decisions of the Board relating to the remuneration of key employees of the Group. The Committee's other tasks include reviewing and making recommendations with respect to the terms of employment of the CEO and reviewing the remuneration packages of the Executive Committee members and some other senior managers.

The Remuneration Committee is chaired by the board member Emmanuel Viellard. Its members are drawn from the corporation's non-executive and independent Directors and currently consist of Eero Makkonen and Marc Speeckaert. Committee members' appointments run concurrently with a Director's term as a member of the Board. In 2019, the Committee assembled one time in February. The attendance rate was 100%. The Charter of the Remuneration Committee is available on the corporation website.

The scale of the business of the corporation does not require the matters relating to the financial reporting and control to be prepared in a smaller assembly than the Board of Directors. Therefore the Board has not established a separate Audit Committee, but the entire Board is responsible for the tasks of an Audit Committee such as the control of the financial reporting, the external accounting, the internal control and the risk management issues. Of the six Board members, at least three have the necessary financial expertise to assume these duties. The Board is regularly in contact with the auditors of the corporation.

The Board has not appointed a Nomination Committee due to the size of the Group and the significant shareholding represented by the current members of the Board. Nomination issues are managed by the Board. Neither has the General Meeting erected a Shareholders' Nomination Committee for the preparation of the Board election and remuneration.

PRESIDENT AND CHIEF EXECUTIVE OFFICER

The CEO is appointed by the Board. Louis d'Alançon acts as the CEO of Rapala VMC Corporation.

The CEO acts also as the Group's President and Chairman of the Executive Committee. The duties and responsibilities of the President are set forth in the Finnish Companies Act. The President & CEO is responsible for the operative management within the scope of the strategic and operative plans, budgets and action plans approved by the Board. Unless separately authorized by the Board, the CEO shall not take actions, which may be considered unusual or far-reaching in view of the scope and nature of the Group's business. The CEO shall ensure that the accounting of the corporation complies with the law and that the financial management of the corporation has been arranged in a

reliable manner. The CEO is entitled to represent the corporation in any matter within his/her authority. The CEO chairs the Executive Committee. The CEO's service terms and conditions have been specified in writing in a service agreement approved by the Board.

EXECUTIVE COMMITTEE

The Executive Committee assists the CEO in planning and managing the operations of the Group, in the preparation of strategic questions and in the execution of the strategic objectives set by the Board of Directors. The Executive Committee convenes under the leadership of the CEO and is composed of different Executive Committee members depending on the matters at hand. The CEO Louis d'Alañon acts as the Chairman of the Executive Committee.

The current members of the Executive Committee and their shareholdings on December 31, 2019 are:

Louis d'Alañon

President and Chief Executive Officer since September 27, 2019
Chairman of the Board since 2018
Board member since 2017
M.Sc. Civil Engineering, Major in Economy and Finance
Year of birth 1959
Shareholding*: 2 200

Olli Aho

Executive Vice President, General Counsel, Investor Relations and Secretary of the Board
Executive Committee member since 1998
Master of Laws
Year of birth: 1959
Shareholding and options*: 10 100

Stanislas de Castelnaud

Executive Vice President, Head of Operations
Executive Committee member since 2002
Engineer
Year of birth: 1963
Shareholding and options*: 8 000

Tom Mackin

Executive Vice President, Distribution and Brands in North America
Executive Committee member since 2007
Bachelor of Fine Arts
Year of birth: 1961
Shareholding*: 3 000

Lars Oilberg

Chief Operating Officer
Executive Committee member since 2008
Vocational Qualification in Business and Administration
Year of birth: 1956
Shareholding and options*: 10 100

Victor Skvortsov

Executive Vice President Distribution in Russia, Belarus, Kazakhstan
Executive Committee member since 2013
Engineer
Year of birth: 1962
Shareholding and options*: 10 100

Cyrille Viellard

Executive Vice President and President of VMC Peche
Executive Committee member since 2015
MBA, ESSEC
Year of birth: 1977
Shareholding and options*: 10 100

Arto Nygren

Executive Vice President, Lure Manufacturing
Executive Committee member since 2017
Bachelor's degree in mechanical engineering
Year of birth: 1965
Shareholding and options*: 10 100

Jan-Elof Cavander

Chief Financial Officer
Executive Committee member since 2017
Master of Science (Technology)
Year of birth: 1985
Shareholding*: 10 100

* Shares and share-based rights of each member and corporations over which he/she exercises control in the company and its group companies.

BUSINESS ORGANIZATION

The Rapala VMC Group comprises of the parent company and the manufacturing and distribution subsidiaries ("Group"). The head office of the Group is located in Helsinki. Rapala VMC Corporation's shares are traded on the Nasdaq OMX Helsinki's main list.

Product distribution is organized through sales companies, which the Group has in about 40 countries. In other countries independent importers and distributors undertake product distribution. The Group's business organization consists of two reportable operating segments: Group Products and Third Party Products.

REMUNERATION

Board remuneration

Annual General Meeting decides on the remuneration to be paid to the members of the Board of Directors based on the proposition prepared by significant shareholders of Rapala VMC Corporation. In 2019, the annual fee to the Chairman of the Board was EUR 80 000 and the fee to other Board members was EUR 30 000. In addition, a reward of EUR 1 000 was payed of a Board or its Committee meeting. Remuneration is paid in cash. Members of the Board are reimbursed for travel expenses corresponding to the corporation's traveling compensation principles.

The following fees were paid to members of Rapala VMC Corporation's Board and Remuneration Committee work during the financial year 2019:

1000 EUR	
	Louis d'Alañon, Chairman ¹⁾
	Jorma Kasslin
	Emmanuel Viellard
	Eero Makkonen
	Marc Speeckaert
	Julia Aubertin
	TOTAL
	91
	41
	42
	42
	42
	41
	299

¹⁾ Also President and CEO between September 27 – December 31

Remuneration of President and CEO

The Board of Directors decides the remuneration of the President and CEO. Prior to the decision-making of the Board of Directors, the matter is prepared by the Remuneration Committee. Service terms and conditions have been specified in writing in a service agreement approved by the Board.

The remuneration of CEO consists of fixed salary with fringe benefits and variable remuneration components that will be decided each year, which may include short-term Group's senior management bonus scheme and long-term incentive plan.

CEO and other members of the Executive Committee participate in the Group's senior management bonus scheme. The amount and payment of the bonus require that the established sales and result targets are achieved. If the targets are not achieved, payment of bonus is fully at the discretion of the Board of Directors. Bonuses awarded under the scheme are paid in two installments, the first when the audited results for the relevant financial year are known and the second after a predetermined vesting period, to encourage retention of senior management. Principally the bonus can be no more than 100 percent of the annual salary.

In 2018, The Board of Directors of Rapala VMC Corporation approved a new Performance Share Plan (long-term incentive scheme) for the Group key employees. The new plan was directed to approximately 40 people, including the CEO and other members of the Executive Committee of the Group. During the 2019 financial year, no share-based incentives were paid to the CEO or other Executive Committee members.

Rapala VMC Corporation announced the change of CEO on September 27, 2019. Louis d'Alañon was appointed as the company's new President and CEO. Louis d'Alañon succeeded Jussi Ristimäki, who acted as President and CEO since 2016. Louis d'Alañon did not have any pension arrangements and his termination period is 1 month.

Jussi Ristimäki's pension security as the CEO was arranged under the statutory Finnish contribution-based employee pension plan. There was no additional pension scheme. A mutual notice time of six months was applied for Ristimäki when terminating the CEO agreement. The CEO was also entitled to a severance compensation corresponding to 12 months' salary (excluding profit bonuses).

Remuneration paid to President and CEO and other Executive Committee members in financial year 2019 is presented below.

1000 EUR	SALARY	SHORT-TERM BONUS SCHEME	LONG-TERM INCENTIVE SCHEME	TOTAL
CEO Jussi Ristimäki ¹⁾	263	134	-	370
CEO Louis d'Alañon ²⁾	52	-	-	52
Other Executive Committee members	1782	619	-	2401
TOTAL	2070	753	-	2823

¹⁾ President and CEO between January 1 – September 26

²⁾ President and CEO between September 27 – December 31

For compensation of the Board, the CEO and the Executive Committee, see note 28 in the consolidated financial statements. Remuneration Statement is available at the Rapala Group's corporate website www.rapalavmc.com.

RESPONSIBILITY AND INTERNAL CONTROL

The Group has a strong entrepreneurial and business oriented corporate culture that supports local decision making. This culture influences the set-up of the Group's internal control and management. The Group's management model is strongly based on people management, delegation of responsibility, and recognition of differences in business environments, which all enable quick and flexible decision making. Instead of formal and heavily structured processes, the internal control of the Group is based on a flat and transparent organization where the Group management is in frequent and personal interaction with the Group companies. Number of personnel of the Group management is relatively small, which enables focused and centralized information management and direct and tight relationships with operational and financial management of the business units. Business units are closely monitored through financial indicators and by observing the operative actions.

The Group comprises of the parent company and the manufacturing and distribution subsidiaries. The Group's internal controls and management are based on this legal structure. Responsibility for the management of these subsidiaries rests with each company's Board of Directors, which typically comprises of the Group CEO and the Company Counsel, and the subsidiary's managing director. In addition, the Group subsidiaries have their own management teams, which together with each subsidiary's managing director have responsibility over the operative decision making.

The Board monitors the business activities of the corporation, ratifies the risk management principles and is responsible for ensuring that accounting, reporting and asset management are appropriately organized.

The CEO, the members of the Board and the managing director of each Group company are responsible for ensuring that the accounting and administration in their respective areas of responsibility are in compliance with the local laws, the Group's operating principles, and the instructions and rules issued by the Board of Rapala VMC Corporation.

The aim of internal controls is to ensure the effectiveness and efficiency of the Group's operations, reliability of financial and operational reporting, and compliance with the applicable regulations, practices and policies.

The Group has a harmonized chart of accounts, uniform accounting principles (IFRS) and related reporting process. The Group is developing its Group wide information technology systems, which improves the transparency of supply chain and inventories. The Group's financial management monitors the functionality and reliability of the financial reporting process. The key instructions and regulations concerning financial reporting and risk management are available to managing directors and financial management of each subsidiary in the Group's intranet.

The Board monitors the Group's business risks on an ongoing basis. All Group companies report their financial performance and position at least once a month to the management that prepares for the Board a monthly management report, which explains the main recent developments in the business of the Group and the major Group companies.

Communication and personal interaction between the Group management and subsidiaries is frequent and tight. Group

management, managing directors, and financial management of all subsidiaries meet several times during the year, when also business performance and internal control issues are reviewed. In addition, representatives of Group management visit subsidiaries regularly in different assemblies. The purpose of these meetings is to share information mutually. These meetings enable Group management to monitor and give guidance to the subsidiaries.

RISK MANAGEMENT

The objective of the Rapala Group's risk management is to recognize and manage the risk associated with the execution of the Group's strategy and execution of business targets. This is done by monitoring and mitigating the related threats and risks and simultaneously identifying and managing opportunities. The Board evaluates the Group's financial, operational and strategic risk position on a regular basis and establishes related policies and instructions to be implemented and coordinated by the Group management.

The Board evaluates the Group's strategic risks on annual basis as part of the strategy process, operational risks at least once a year as part of the operational plans and budgets and financial risks several times during the year. The CEO and the CFO continuously monitor changes in business environment and coordinate the management of the Group's strategic, operational and financial risks. The daily risk management activity is primarily delegated to the management of the business units, who are responsible for managing the local strategic, operational and financial risks.

INTERNAL AUDIT

The Group does not have a separate Internal Audit organization due to the size of the Group's operations. The Group Finance, led by CFO Jan-Elof Cavander, is responsible for regular reviews of financial performance and internal control procedures at all Group companies, and reporting significant findings to the CEO and the Board. From time to time, the management conducts or buys external services, if needed, to conduct specific and limited internal audits. The absence of an in-house internal audit organization is also taken into account in the external audit.

The managing director and the controller of each subsidiary meet annually with the local auditor to discuss internal control and statutory compliance issues. The auditors of each subsidiary provide an audit opinion to the auditors of the corporation at the conclusion of each annual audit. Each annual audit may also give rise to the preparation of a management letter to the corporation outlining their audit findings in greater detail and recommending any improvements in internal controls. In addition, the auditors of the corporation meet regularly with the Group Management representatives to discuss and review the business and related financial, accounting, internal control and risk management issues.

RELATED PARTY TRANSACTIONS

According to the Rapala VMC Corporation Code of Conduct guidelines all transactions need to be market-based. Management of each business unit is responsible for the local procedures to ensure that transactions are market-based.

According to the reporting instructions of the group, business units need to report possible related party transactions to the parent company along with other reporting. If needed, the company's internal control evaluates whether a related party transaction degrades management's independency on the company

and whether the transaction causes a conflict of interest for the related party. Internal control reports related party transactions to the auditor.

Non-ordinary transactions, as specified in the group's Authorization Limits in use, must be approved by the group management. Permanent appointments of family members of the operating management must be approved by group's CEO.

Rapala VMC Corporation maintains a list of its related parties. Following parties belonged to the related parties of Rapala VMC Corporation in 2019:

- Members of the Board of Directors
- CEO
- Members of the Executive Committee
- Members of the family of the above-mentioned individuals (spouses, persons under the related party's guardianship and other family members who live in the same household with the above mentioned related parties)
- Entities controlled by the above-mentioned individuals
- Rapala VMC Corporation's subsidiaries, associated companies and joint ventures
- Entities having significant influence on Rapala VMC Corporation

Rapala VMC Corporation discloses related party transactions that are essential for the company in its Financial Statement.

INSIDER ADMINISTRATION

The Group's guidelines on insider administration follow the applicable Guidelines for Insiders of Listed Companies issued by Nasdaq Helsinki Oy. Rapala VMC Corporation maintains the list of persons discharging managerial responsibilities and if necessary the permanent insider list in the Euroclear Finland Ltd's SIRE system subject to Rapala VMC Corporation's Insider Officer's decision. At the moment company does not maintain permanent insider list. Project-specific insider lists are maintained in the Ticker service provided by Black Woodpecker Software Oy.

Moreover the persons determined by Rapala VMC Corporation having authorized access to the unpublished financial result information are entered in a list ("Financial Reporting Group") maintained in the Ticker service and updated by Rapala VMC Corporation from time to time.

Persons discharging managerial responsibilities are subject to trading restrictions regarding the corporation's securities. Person discharging managerial responsibilities shall not conduct any transactions on its own account or for the account of a third party, directly or indirectly, relating to the shares or debt instruments of Rapala VMC Corporation or to derivatives or other financial instruments linked to them during a closed period of 30 calendar days before the announcement of an interim financial report or a year-end report which Rapala VMC Corporation is obliged to make public. The trading restriction and the obligations on confidentiality and prohibition to disclose information or advice any person with respect to trade apply also to the Financial Reporting Group. The corporation extends the restriction on trading to include the permanent insiders in case this kind of list is established. The project specific insiders are prohibited from trading with the securities during their project participation.

The Group arranges internal communication, training and supervision of insider issues. The Group's insider officer is General Counsel Olli Aho.

The previous public register on insiders and their closely associated persons has been updated up to July 2, 2016 and is available on the corporate website. Releases of managers' transactions are published on the corporate website.

AUDIT

An external audit is performed annually in each of the Group companies and for the consolidated Group. Ernst & Young Oy auditor firm was elected as auditor in the annual general meeting on March 28, 2019. Ernst & Young Oy is responsible for the Group audit of the subsidiaries globally. The auditors of the parent company, Ernst & Young Oy, are responsible for instructing and coordinating the audit in all Group companies. The auditor with principal responsibility is Mikko Rytilahti, CPA. The fact that the Group has no separate internal audit organization of its own is reflected in the scope and content of the audit. It was decided in the annual general meeting on March 28, 2019 that the fee of the auditor will be paid as according to an invoice accepted by the corporation. During the financial year 2019 the auditors of the corporation were paid altogether EUR 0.7 million (2018: EUR 0.8 million) as auditing fees and EUR 0.1 million (2018: EUR 0.1 million) as of services not associated with auditing.