



**DNA**

**2016** ANNUAL REPORT

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## OUR PROFITABILITY IMPROVED SIGNIFICANTLY

2016 was a strong year for DNA, in terms of financial development, customer base growth and customer satisfaction. Our net sales developed well, increasing by 3.6% to EUR 858.9 million. Our mobile service revenue was up by as much as 9%. Mobile service revenue was boosted in particular by the growth of the mobile subscription base by 121,000 subscriptions and the growing share of 4G subscriptions in our subscription base, which had a positive effect on mobile billing and also boosted mobile device sales to record levels. Other growth areas include Industrial Internet solutions, fixed-network broadband services for households as well as value-added services to the corporate sector, such as data security services.

Positive development of mobile service revenue and improved operational efficiency improved comparable EBITDA, which was up 9%. Comparable operating result and operating free cash flow in particular developed well. Both grew by more than 40%.

### FINNS TOP THE GLOBAL LIST FOR MOBILE DATA USE

According to a report released by research company Tefficient in December 2016, Finns have the highest mobile data usage in the world per subscription. DNA tops the list in Finland, carrying as much as 9.9 gigabytes of data per subscription each month. Data

use is increasing also in the fixed network, driven by increased viewing of HD content, for example.

Our significant network investments continued in 2016 to support our customers' growing use of mobile data. At the end of 2016, DNA's 4G network reached more than 99.6% of the population in mainland Finland. Finnish Shared Network Ltd completed the new network for mobile communications in Northern and Eastern Finland, making high-speed mobile connections available for more than 760,000 residents. DNA won the 2x10 MHz spectrum it pursued in the 700 MHz spectrum auction, enabling the build-up of even better and faster mobile communication services. DNA launched the ultra-fast DNA Fibre Optic Plus network, improving speeds significantly in the fixed network and offering Gigabit speeds to hundreds of thousands of households.

### IT SYSTEM UPGRADES SUPPORT EVEN BETTER CUSTOMER EXPERIENCE

We made significant investments in our IT architecture to provide even better customer service through more tailored service and more comprehensive customer understanding. We improved our digital channels from our online store to self-service tools to keep delivering customer satisfaction excellence. Our main focus was linking our customer service, chain of DNA Stores and

digital channels more closely together. We can now offer our customers more seamless service through multiple channels.

### **DNA SIGNS UP TO THE SOCIETY'S COMMITMENT TO SUSTAINABLE DEVELOPMENT**

As a telecommunications company, DNA plays a significant role in society, providing important communication connections and maintaining critical infrastructure. We are committed to continuous business development, while considering the needs of our environment and stakeholders. In 2016, we signed up to the Society's Commitment to Sustainable Development, in which we undertake to reduce our total emissions by 15% by 2020 from the level reported in 2014.

### **AS A LISTED COMPANY, DNA IS EVEN STRONGER AND MORE TRANSPARENT**

DNA shares were listed on the official list of Nasdaq Helsinki towards the end of 2016. Listing is an important milestone in developing DNA into an even stronger telecommunications company in the Finnish market. The final subscription price was EUR 10.10 per share and our IPO was oversubscribed by a large margin. After the listing, we have more than 11,000 shareholders.

### **POSITIVE EXPECTATIONS FOR 2017**

We achieved our strategic objectives well in 2016. Our customer satisfaction remained at a good level, as indicated by the improved Net Promoter Scores and the lowest customer CHURN rate in the market. According to the Great Place to Work survey, our personnel satisfaction continued to improve. We achieved faster than market growth in terms of organic net sales and relative development of free cash flow. Considering the favourable economic development, we have positive expectations for 2017. We expect our net sales to remain at the same level and the comparable operating result to improve somewhat.

I would like to thank our customers, partners and shareholders for our success in 2016. Special thanks are due to our personnel for their excellence, professionalism and commitment to developing DNA together. We are in a good position to serve our customers with our strategic objectives in mind.

**Jukka Leinonen**



DNA IN FIGURES

# DNA'S YEAR 2016 IN FIGURES

DNA TV has more than  
**300,000**  
users

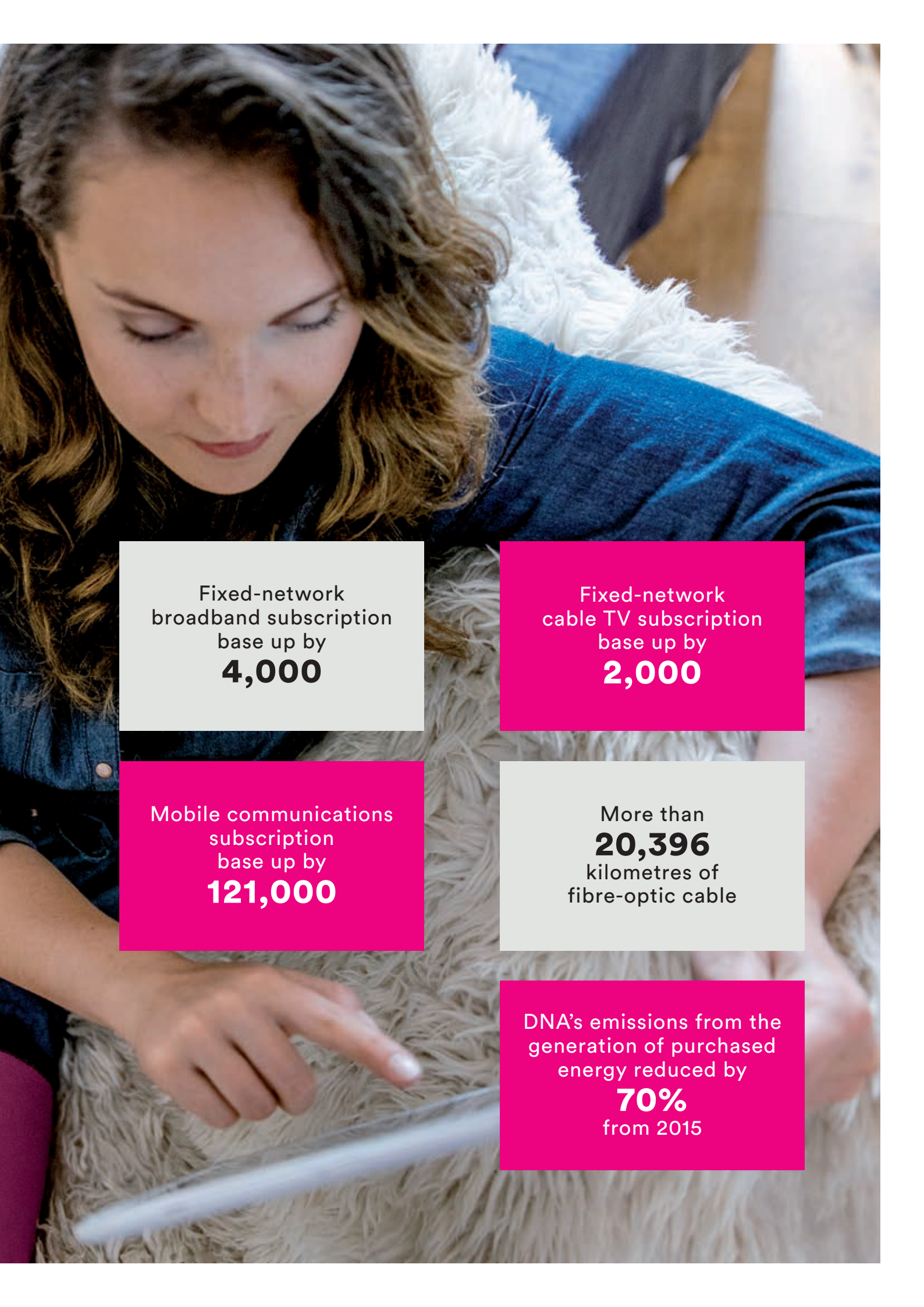
In excess of  
**120**  
per cent more mobile data  
was transferred in the  
4G network than in 2015

Cable TV customers  
totalled  
**608,000**

Smart phones  
accounted for  
**98**  
per cent for  
all phones sold

DNA's 4G network  
reaches  
**99.6**  
per cent of Finns

Over **82%**  
of mobile data was  
transferred in the 4G  
network at the end of 2016



Fixed-network  
broadband subscription  
base up by  
**4,000**

Fixed-network  
cable TV subscription  
base up by  
**2,000**

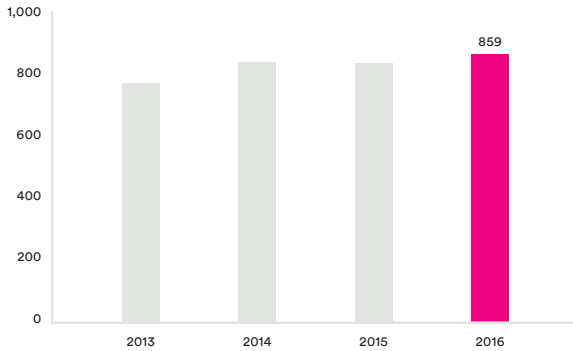
Mobile communications  
subscription  
base up by  
**121,000**

More than  
**20,396**  
kilometres of  
fibre-optic cable

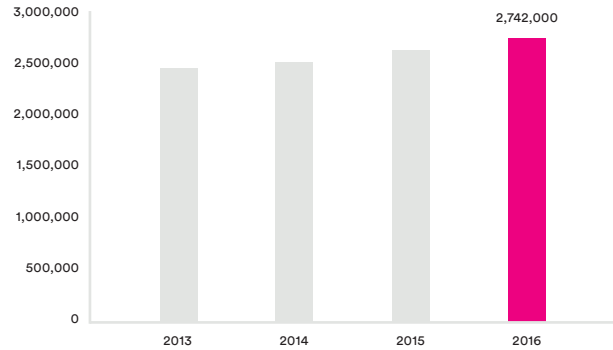
DNA's emissions from the  
generation of purchased  
energy reduced by  
**70%**  
from 2015

# DNA IN FIGURES

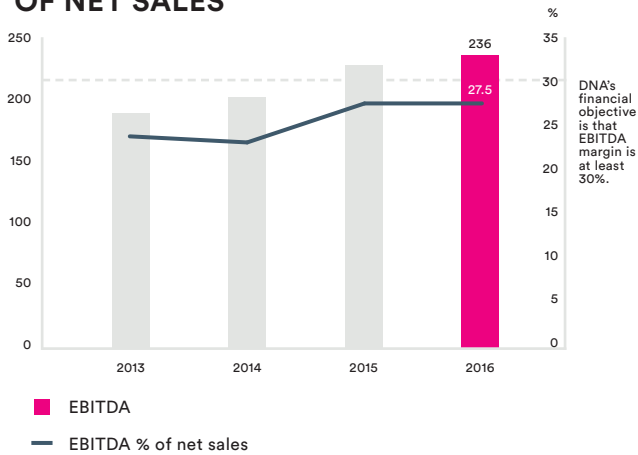
## NET SALES, EUR MILLION



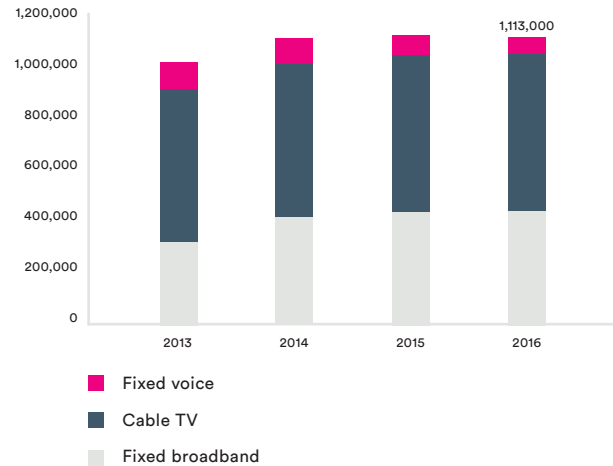
## MOBILE COMMUNICATIONS SUBSCRIPTIONS (VOICE AND MOBILE BROADBAND)



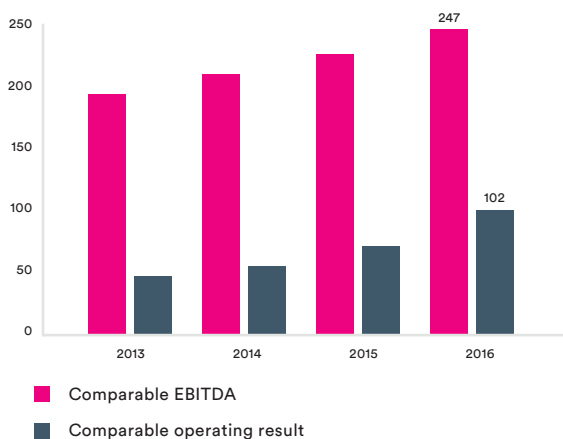
## EBITDA, EUR MILLION AND EBITDA % OF NET SALES



## FIXED-NETWORK SUBSCRIPTIONS

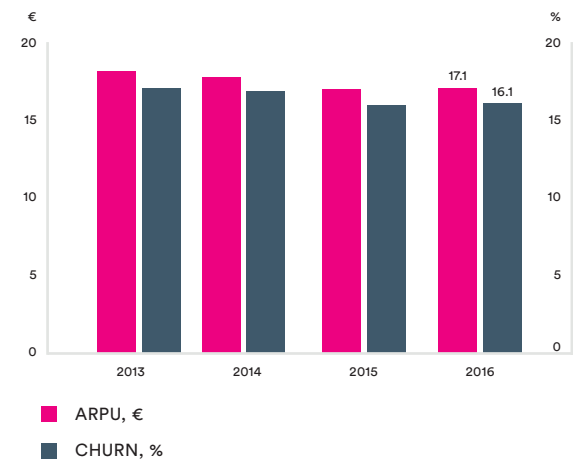


## COMPARABLE EBITDA AND COMPARABLE OPERATING RESULT, EUR MILLION



## ARPU AND CHURN

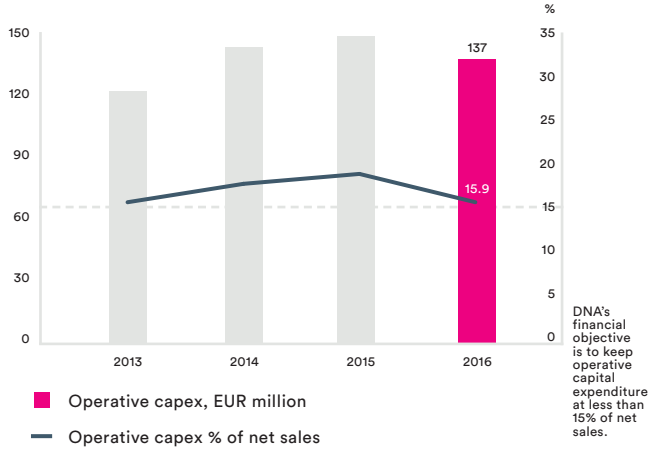
ARPU = revenue per user, €  
Churn = mobile communication subscription turnover rate



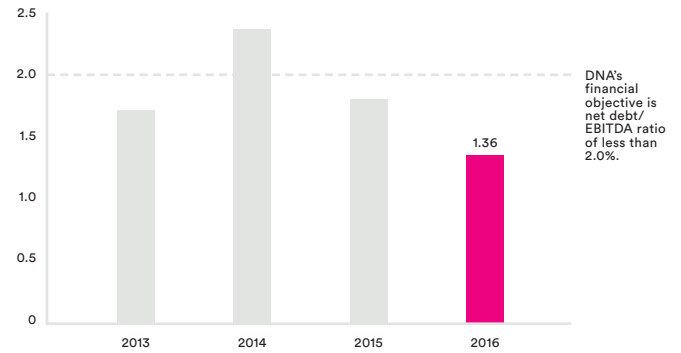


# DNA IN FIGURES

## OPERATIVE CAPEX, EUR MILLION AND OPERATIVE CAPEX % OF NET SALES

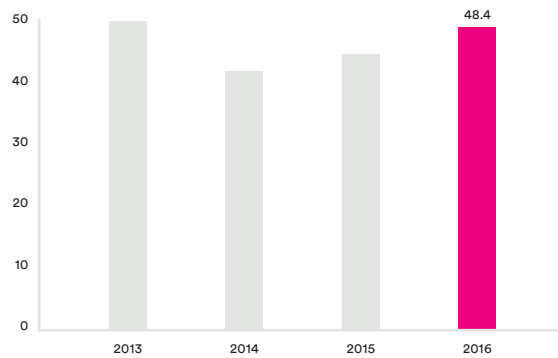


## NET DEBT/EBITDA, %

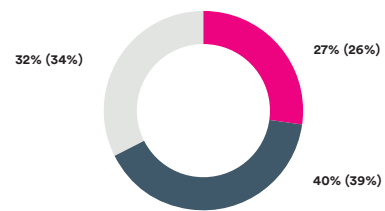


## MARKET SHARES AT THE END OF 2016

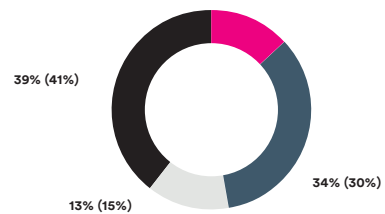
## EQUITY RATIO, %



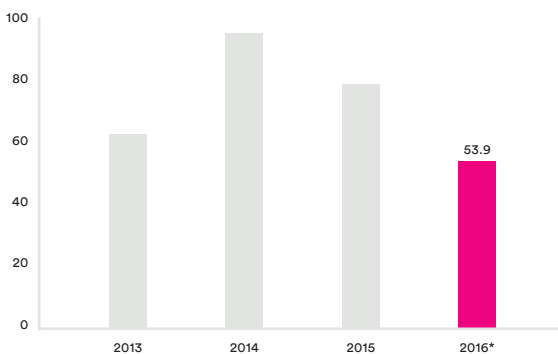
## MOBILE COMMUNICATIONS (VOICE AND BROADBAND)



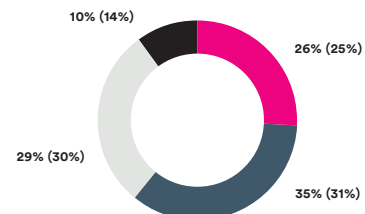
## FIXED VOICE



## NET GEARING, %



## FIXED BROADBAND



■ DNA    ■ Sonera  
■ Elisa    ■ Finnnet

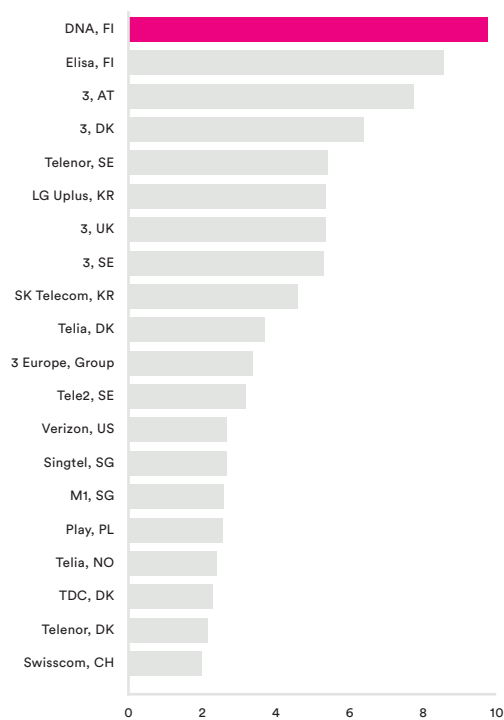
\* In 2016 DNA raised gross proceeds of some EUR 50 million and EUR 38,6 million net proceeds from the IPO.

# GROWTH IN THE DEMAND FOR 4G SUBSCRIPTIONS CONTINUES

The telecommunications market in Finland turned to growth in 2016, in particular due to the strong demand for mobile data. At the same time, message and voice traffic continue to move to the internet. Our lives are increasingly digital, both at home and at work, which creates new business opportunities for operators.

## TEFFICIENT REPORTS THAT DNA'S CUSTOMERS HAVE THE HIGHEST MOBILE DATA USAGE IN THE WORLD PER SUBSCRIPTION

Gbyte per any SIM per moth, Jan-Sep 2016



Demand for high-quality telecommunications services grew rapidly in 2016. For example, 3G subscribers are switching to high-speed 4G subscriptions, which also have higher ARPU. This has had a positive impact on operators' net sales. Fixed-network customers are also moving to faster connections.

There has been a downward trend in the prices of communication services throughout the 2000s in Finland. Up until recent years, services in Finland have been more affordable than the European average. Prices for fixed broadband are down, while speeds are up, and Finland is among the most affordable countries in the world also for mobile broadband. Especially beneficial are the low prices of mobile broadband subscriptions with unlimited or high data plans.

Finland has the highest per-subscription data usage rates in the EU, in terms of data transferred through the mobile network. This is largely due to the affordable price of mobile data in Finland, but high-quality connections are also a factor. According to a report released by research company Tefficient in December 2016\*, Finland topped the global list for mobile data per user for the third consecutive year.

\* <http://tefficient.com/unlimited-pushes-data-usage-to-new-heights/>

### GROWTH IN MOBILE DATA USAGE THE MOST IMPORTANT TREND IN RECENT YEARS

The combination of unlimited data plans and high-quality mobile networks has resulted in a high mobile broadband penetration in Finland. Despite high penetration, the number of mobile subscriptions is expected to grow steadily as Finns continue to connect more devices to the internet via mobile broadband connections. Increasing use of OTT (over-the-top) and other digital services and growing smart phone penetration contribute to demand for faster mobile data connections, offering mobile operators an opportunity for ARPU growth.

In mobile networks, a long-term prevailing trend has been increase in mobile broadband revenue and decline in voice and message revenue. Strong growth of mobile data use will continue as the use of internet services such as Facebook, YouTube, WhatsApp and Skype increases.

## Streaming and on-demand video services increasingly popular

Finnish households primarily use digital terrestrial and cable TV networks to access TV content, but are also increasingly watching OTT content\*, such as DNA TV, Yle Areena and Netflix, provided over the broadband network. The growth of the TV market has been particularly attributable to the popularity of streaming and video-on-demand services used over broadband connections.

The number of cable TV subscriptions has increased steadily by an annual rate of some two per cent. As many as 1.5 million households, or up to 60% per cent of households in Finland have a cable TV subscription.

## Voice minutes continue to drop in the fixed network

Fixed-network voice minutes and subscription numbers have dropped rapidly in recent years. For example, daily minutes per fixed-line subscription per day come to



less than four minutes today. The number of subscriptions has decreased by some 10% per year. According to some estimates, fixed-network voice subscriptions will cease to exist between 2020 and 2025.

The downward trend in fixed-network voice services has a minor impact on DNA, as these services only account for about 4% of DNA's net sales.

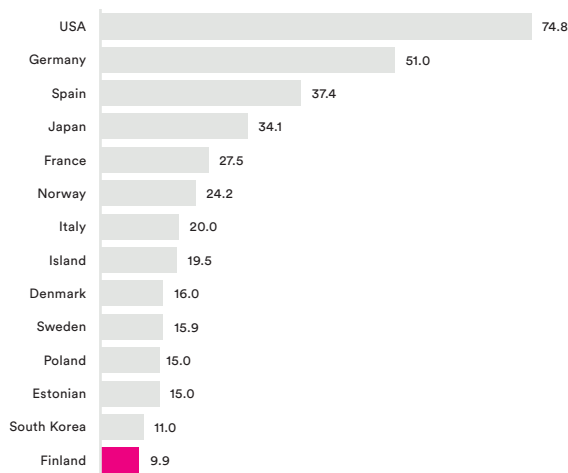
## Work is increasingly mobile and flexible

The corporate market consists of telecommunication, communications and corporate network services as well as corporate network value-added services, IT services and devices markets.

The new way of working is increasingly mobile, networked and flexible, which is reflected in companies' data communication services. Mobile data grows in importance, and cloud services are increasingly popular. The Internet of Things (IoT) will continue to gain ground, growing mobile data volumes and offering new growth opportunities for operators.

## THE AVERAGE PRICE OF MOBILE DATA IN SELECTED COUNTRIES IN 2016

10 gb/mo., EUR/mo.



Source: Valor, Finnish telecommunications industry 2017 – Strategic industry report

### FIXED BROADBAND SUBSCRIPTION BASE EXPECTED TO REMAIN STEADY

A clear trend in Finland right now is the migration of xDSL subscribers to considerably faster cable and Ethernet based broadband subscriptions or replacement of xDSL connections with 4G mobile data connections. The fixed broadband subscription base is expected to remain at the current level, as the increasing use of services such as OTT and cloud services maintains and increases the demand for high-speed and high-performance networks.

Finnish households have traditionally acquired their fixed-line subscriptions independently. However, housing association broadband subscriptions have become more popular in recent years. From the operators' point of view, housing association broadband means a stable relationship with a larger subscription base, which in turns allows more affordable pricing. The share of housing association broadband subscriptions in Finland is expected to increase in the coming years.

\* OTT services (Over-the-top content) are for example timeshift viewing without separate digiboxes and multiscreen services with which TV channels can be watched for example with smart phone or tablet.

# OUR LIVES ARE INCREASINGLY DIGITAL

In 2016, some 98% of phones sold by DNA were smart phones. Strong growth of demand for 4G subscriptions continued during the year. New viewing habits are changing the TV market, and households in Finland are increasingly viewing content via pay services. It is anticipated that demand for broadband and entertainment services will continue to increase.

## Strong growth in the number of constantly-connected mobile devices in households

In 2016, over 2 million mobile phones were sold in Finland. Of phones sold by DNA last year, some 98% were smart phones and 97% were 4G models. Smart phone penetration in DNA's network was 68% at the end of the year.

Demand for 4G subscriptions increased steadily and customers are prepared to pay more for faster data connections. There was an uplift in operators' mobile data revenues in 2014, and the upward trend has continued during 2015 and 2016 due to the growing popularity of 4G subscriptions.

Tablets are increasingly common in households, but tablet sales have slowed down since the peak year of 2014. The downward trend of sales is mainly due to the fact that tablets have a significantly longer lifespan than mobile phones. Many consumers use their tablet in addition to their laptop or PC, and tablets are a well established channel for content consumption.

In device sales, the demand for wearable devices grew the most. At the moment, they mostly consist of smart watches as well as fitness and health trackers. Of these, smart watches have the most advanced technologies at the moment. The connection to the internet can be established by the device itself, or through a smart phone for example, which will further increase the demand for reliable high-speed networks.

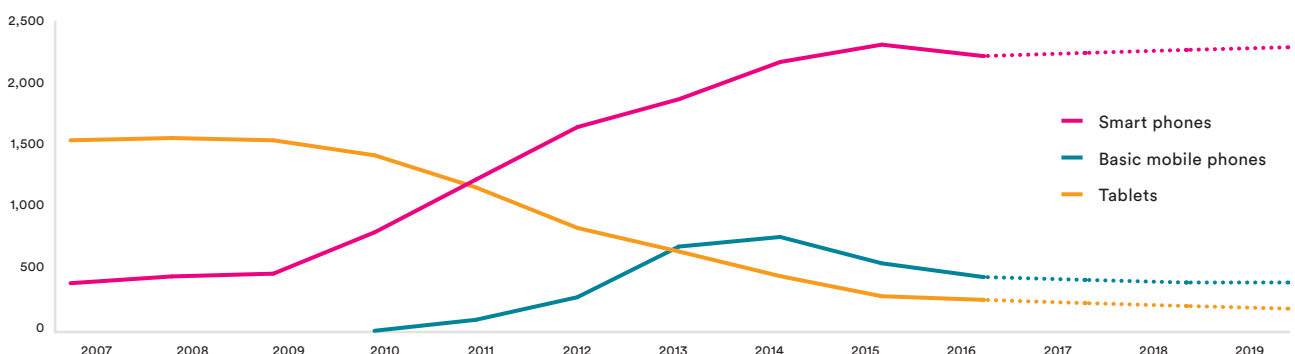
In the future, Augmented and Virtual Reality solutions provide significant opportunities for operators, in terms of service development and demand for faster connections.

## Entertainment services take centre stage in our lives

According to Valor, the size of the Finnish entertainment content market has grown by 4.1% per year between 2012 and 2016, and the total revenue in 2016 is expected to be some EUR 235 million.

Source: GoTech/ETK, VALOR-analysi

## SMART PHONE AND TABLET SALES IN FINLAND IN 2007–2015 AND FORECAST IN 2016–2019, 1,000





A growing number of households use more than one technology to watch TV, such as cable television and IP-based services. The two key reception methods for TV content in Finland are terrestrial and cable TV broadcasts. The popularity of IPTV, which requires a broadband connection, has increased, but the growth has slowed down slightly. The average annual increase in the number of cable TV subscriptions in Finland was 2.6% between 2011 and 2015. The number of IPTV subscriptions almost doubled in the same period.

Consumers spent slightly more time watching TV programmes and videos in 2016. Time spent on traditional TV viewing remains relatively steady, while the use of streaming and on-demand video services has increased notably. The use of HDTV broadcasts is also up and will continue to increase.

Households in Finland are increasingly viewing content via pay services. Most popular OTT services include Netflix and Yle Areena. The competitive environment has changed quickly in recent years, in particular for entertainment services as global players have a stronger presence in the market.

#### “DIGITAL LIFESTYLE” SURVEY

According to DNA's survey on the digital lifestyle of Finns, which was published in May 2016, Finns have increased their smart phone use significantly. In total, 30% of survey respondents said that they have increased the time spent using their phone. The survey results indicate that phone use has increased more than any other digital pastime. 27% of the respondents use their phone for more than two hours daily. Consumption of TV content has increased significantly among Finns, and more content is watched on mobile devices.

## VR ALPINE EXPERIENCE CREATES AN EXHILARATING SKIING EXPERIENCE

The popular VR Alpine Experience by DNA toured around Finland in February and March 2016. It gave the public a chance to step into the boots of a professional skier and experience the thrill of a 100kph downhill rush.

The virtual reality experience consisted of two courses, one for navigating flags in Giant Slalom and one for a freestyle Ski Cross with big-air jumps. Samsung Gear VR glasses, 360° videos and sounds create a real experience of movement, while the vibrating motion platform and wind fan complete the thrill. The 360° videos were captured at the stunning Hintertux Glacier in Austria. DNA is the main partner of the Finnish Alpine Ski Team and members of the team contributed to the creation of the VR experience.

“This is the most immersive VR solution available in Finland to date, so not only were we able to experience the exhilaration of alpine skiing, but also to see what the new technologies can do,” says **Anu Shibutani**, Marketing Director, Consumer Business at DNA.

# DIGITALISATION ENABLES CHANGE IN WORKING CULTURE

A digital shift is taking place in private and public sector organisations. Secure mobile working is becoming more widespread, allowing for better balance between work and leisure. Companies are also increasingly interested in the Industrial Internet and its possibilities, which will continue to evolve.

Private and public sector organisations are digitising their services and creating new digital business, making the availability of data networks and services vital. DNA's corporate clients are placing increasing focus on creating a smooth multi-channel experience for their customers.

Organisations continued to seek cost savings in 2016, but also increasingly need to implement new ICT solutions to improve the productivity of their business. The new way of working is mobile, networked and flexible, which is increasingly reflected in companies' access solutions and data communication services. Increasingly, DNA's corporate clients are switching from fixed-network broadband subscriptions to mobile broadband subscriptions.

## Digitalisation places new requirements for information security

Microsoft's Security Intelligence Report\* has deemed Finnish networks, including DNA's, among the healthiest in the world for several years. DNA improves network security continuously, and will continue to do so.

According to some estimates, the number of connected devices will rise to as many as 100 billion in a few years. Inadequately protected connected devices are vulnerable to hacking attacks by cyber criminals.

Threats to information security tend to be strongly associated with computers, but smart phones are also subject to such threats.

According to the information security review published by the Finnish Communications Regulatory Authority (FICORA), the volume of incidents involving ransomware that encrypts the victim's data increased over sixfold in 2016. Most of the malware spread via spam messages and hacked websites is ransomware. Denial of Service (DoS) attacks are commonplace in many sectors, and they intensified in frequency and size in 2016. Despite increased cyber attacks, security

measures are often surprisingly poorly implemented.

Good information security and data security must be comprehensively addressed in Industrial Internet applications for example, as poor security reduces users' confidence in digital services.

## Industrial Internet and its opportunities emerging

Smarter technologies and cheaper sensors and other technologies have enabled large-scale networking of devices that can exchange data.

The Industrial Internet enables new kinds of business and service models, and also plays an important role in the development of existing business.

## SCHOOLS IN ESPOO QUICK ADOPTERS OF NEW ELECTRONIC TEACHING METHODS

The city of Espoo is a frontrunner in the utilisation of electronic learning environments in Finland. This applies to networks, mobile devices and electronic tools. DNA is Espoo's long-term partner, providing voice and data communication services to the city.

Effective data communication connections are the key: every school in Espoo has a fast internet connection and a wireless network which both students and teachers can access with their own or the school's devices. At schools, digitalisation focuses on cloud services, and Espoo has decided to deploy educational cloud services provided by Google and Microsoft.

\* Microsoft Security Intelligence Report, [microsoft.com/sir](http://microsoft.com/sir)



Digital services are not possible without secure, high-quality networks. A company using the Industrial Internet requires M2M (machine to machine) subscriptions and cloud services provided by operators. DNA's role in the Industrial Internet ecosystem is to enable safe service connectivity.

The Industrial Internet will increase data traffic volumes even further, and DNA's M2M subscription base has grown strongly in recent years. DNA expects the growth of the Industrial Internet and M2M services to continue and thereby keeps developing its abilities related to them.

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## WHAT IS THE FUTURE OF WORK IN FINLAND?

Digitalisation is changing our business environment and creating new business opportunities. Tulevaisuuden ammattilaiset ("Tomorrow's professionals"), a new documentary series produced by DNA in 2016 took a stand on a topical question: the future of work. Experts from various fields open up viewpoints on the changes brought about by digitalisation.

One of the episodes focuses on how digitalisation will change healthcare. The change is also evident in the increasing use of self-diagnostics as well as remote healthcare solutions enabled by mobile technology. Health technology has been among the most vital sectors in Finland in recent years, reporting an average export growth of 8.5% between 2009 and 2014.

The episodes are available in Finnish at [www.dna.fi/uusiyö](http://www.dna.fi/uusiyö).



## OBJECTIVE: THE MOST SATISFIED CUSTOMERS

DNA's vision and mission are to have the most satisfied customers. At DNA, we provide a seamless customer experience for the duration of the customer relationship and service life-cycle, according to DNA's values. We want to make our customers' lives more inspiring, productive and entertaining. We provide connections, services and devices – in a clear, easy and cost-effective manner.

We made great progress in our strategic objectives in 2016. DNA's employee satisfaction and motivation are higher again, and the Great Place to Work results improved across the board. DNA's Net Promoter Score (NPS), which measures customer satisfaction, also improved year-on-year.

In 2016, our mobile communication subscription base in particular grew faster than our competitors' and our market share grew in both mobile communications and fixed broadband. Service revenue for 2016 was boosted by the strong growth of the mobile network subscription base as well as favourable mobile billing development. We also improved our profitability significantly.

Our brand image improved substantially in both Consumer and Corporate market.

Listing was an important strategic milestone in developing DNA into an even stronger telecommunications company in the Finnish market. Trading in the DNA Ltd share began on the Nasdaq Helsinki (the Helsinki Stock Exchange) at the end of November/beginning of December 2016. The IPO enabled DNA to obtain access to capital net markets, expand its ownership base and increase the liquidity of the shares. Additional visibility through the listing is also expected to increase DNA's recognition among the public as an employer, and thus enhance DNA's competitiveness.



## **DNA's strategy is based on the following key areas:**

### **WE SEEK TO HAVE THE MOST SATISFIED CUSTOMERS IN THE MARKET.**

We provide high-quality, fairly priced and easy-to-use products and services to ensure the best customer experience. We provide our customers with relevant product bundles as well as high-quality multi-channel shopping and customer service experience throughout the customer life cycle. DNA's goals are seamless multi-channel customer experience and fast and agile approach to product design.

### **DNA'S COMPETITIVE NETWORK INFRASTRUCTURE WILL DRIVE MARKET SHARE GAINS.**

DNA believes that its competitive mobile infrastructure, highest ratio of spectrum per subscriber and its joint operation in sparsely populated areas in Finland, will allow it to continue providing high-quality mobile services. Fast mobile services drive high customer satisfaction and continued market share gains.

In the fixed market, DNA has the largest HFC network in Finland, covering approximately 32% of Finnish households. The HFC network and the acquisition of TDC Finland have played a critical role in allowing the company to increase its fixed broadband market share from 21% in 2013 to 26% in 2016. DNA's HFC network provides strategic competitive advantage that allows continued growth of its fixed broadband market share.

### **WE HAVE SIGNIFICANT OPPORTUNITIES FOR UP-SELLING AND CROSS-SELLING SERVICES IN THE CONSUMER SEGMENT.**

DNA believes it can significantly increase its revenue per user (ARPU) for mobile communications, which at the moment is relatively low in international comparison. DNA's 2G and 3G subscribers are switching to high-speed 4G subscriptions, which also have higher ARPU. DNA also has an opportunity to increase the ARPU for fixed broadband as customers are increasingly adopting high-speed. Another key part of DNA's strategy is cross-selling services across its offering to existing subscribers.

### **OUR MULTI-PLATFORM TV STRATEGY ALLOWS A DIFFERENTIATED AND HIGH-QUALITY TV AND VIDEO OFFERING.**

DNA's strategy is to allow its TV subscribers to enjoy TV and video services on any platform at any time. DNA's television services are available on the cable and terrestrial network, as IP-based services and via the mobile network. Various platforms add flexibility, allowing the customers to choose their preferred

distribution platform and service. In recent years, DNA has focused strongly on HDTV services of the terrestrial and cable network and on mobile TV services. As the users of DNA's TV and video services are keen followers of sports, DNA has decided to focus on the improvement of its sports channel offering.

### **WE LEVERAGE OUR ENHANCED MARKET POSITION IN THE CORPORATE SEGMENT TO GROW MARKET SHARE AND PROFITABILITY.**

DNA's share of the corporate telecommunications market revenues was estimated to be approximately 15% in 2016. DNA's strategic goal is to increase the market share of its Corporate Business in the coming years. DNA is targeting municipalities, small and mid-sized enterprises and, increasingly, the large enterprise customer segment. DNA's ability to serve the large enterprise segment improved significantly following the acquisition of TDC Finland and DNA implemented an increasing number of large international solutions for customers in 2016.

### **WE AIM TO ACHIEVE INDUSTRY-LEADING FINANCIAL DEVELOPMENT AND FASTER THAN AVERAGE NET SALES GROWTH.**

DNA's strategy is to operate in a cost-efficient manner and DNA is continuously seeking ways to enhance the operational efficiency of its business. Financial development is measured against the industry primarily by operative cash flow and the rate of net sales growth by relative revenue development. Continued cost and capital expenditure control and operational efficiency initiatives further enhance cash flow generation from the business. DNA's updated IT systems enable customers to conduct even better, real-time and seamless transactions with DNA while also streamlining DNA's operations.

DNA is targeting growth both organically and potentially via bolt-on in-market acquisitions which are either highly synergistic or allow DNA to strengthen its strategic position in its key growth areas.

### **WE WANT TO BE A GREAT PLACE TO WORK.**

DNA places special emphasis on continuous personnel development with the aim of having every task performed by a dedicated and qualified person. DNA believes that employee satisfaction is of vital importance to the company's ability to deliver high-quality customer service. DNA participates in the annual Great Place to Work (GPTW) survey to track the company's development as an employer.

# DNA'S STRATEGY IMPLEMENTATION IN 2016

## Initiatives to drive customer satisfaction provided good results.

- To drive customer service excellence, DNA invested in high-quality data systems and data analytics tools in 2016 to deepen customer understanding and create a multi-channel customer experience.
- Customers are increasingly using digital channels, and DNA continued to develop its online service channels.
- Finnish Shared Network Ltd completed the shared mobile communication network in Northern and Eastern Finland towards the end of 2016, making more comprehensive, high-speed telecommunications connections available to more than 760,000 residents in sparsely populated areas.
- At the end of 2016, DNA's 4G network reached 99.6% of the population in mainland Finland. DNA's mobile network was expanded significantly in 2016.

among corporate customers was better than that of competing operators for the second year in a row.

- DNA's customer service development is guided by customer satisfaction, which is measured by means such as the Net Promoter Score (NPS). Both Consumer and Corporate Business experienced positive customer satisfaction development in 2016.
- Revenue per user (ARPU) for mobile communications saw a slight increase during 2016.

## DNA's employee satisfaction improved yet again. Motivated personnel is the key to providing a good customer experience.

- Employee satisfaction improved considerably in 2016: the Great Place to Work survey indicated a significant improvement on the levels reported in 2015, which were already good. Results improved across the board.
- DNA's genuine method of working was expanded

further. Specialist functions have had the opportunity for remote working for a long time now. Remote working was expanded to customer service functions as Corporate Customer Services moved from the pilot stage to permanent remote working in 2016. Consumer Customer Service personnel has also piloted remote working, with very encouraging results.

- DNA's "Paras duuni" ("best job") initiative of 2015–2016 has encouraged the personnel to identify and develop their personal team work skills to contribute to the future development of their working community. Group discussions organised during the project have generated a myriad of development ideas to be implemented by the personnel and the employer.

development of their working community. Group discussions organised during the project have generated a myriad of development ideas to be implemented by the personnel and the employer.

- DNA has placed increasing emphasis on the development of supervisors' leadership practices and coaching. In 2015–2016, DNA implemented training programmes for all supervisors, consisting of two trainings on labour law and two on leadership at DNA.

- In May, DNA launched a new-generation fibre optic network, first in the Helsinki metropolitan area and the city of Oulu. The DNA Valokuitu Plus (DNA Fibre Optic Plus) network will enable broadband speeds of up to a Gigabit per second without any changes to the housing company's internal network.
- DNA has done well in the annual EPSI Rating survey, which measures operators' customer satisfaction. According to the 2016 results, DNA had a good level of customer satisfaction among both consumer and corporate customers. Customer satisfaction in DNA's fixed-network data services





### **DNA's brand image improved notably in both Consumer and Corporate Business after DNA adopted a single brand in 2015.**

- According to the analysis by Brand Finance (5/2016), DNA's brand value grew by as much as 86% in 2015, which was the third highest value growth of telecommunications service providers in Europe.
- DNA's brand was considered to be the ninth most valuable brand in Finland (source: Brand Finance).

### **2016 was a year of strong financial development for DNA.**

- Net sales increased by 3.6% to EUR 858.9 million, despite lower interconnection earnings. Service revenue increased significantly and the positive development of mobile device sales also increased net sales. Service revenue was boosted by the increased sales of mobile subscriptions and growing use of mobile data as 4G subscriptions become more common.

- DNA's EBITDA increased to EUR 236.3 million, or 27.5% of net sales. The positive development was driven by growth in service revenue and cost control measures.
- Operating result grew 24.8% and was EUR 91.2 million, or 10.6% of net sales.
- Return on investment (ROI) improved from 7.6% to 9.6%. Return on equity (ROE) improved from 9.7% to 11.6%.
- DNA increased its market share in the mobile communications and fixed-network broadband segments. In recent years, DNA has increased its market share in the fixed broadband market in particular, thanks to the HFC network.
- DNA's mobile subscription base grew by 121,000 subscriptions – again faster than competitors'. The number of fixed-network broadband and cable television subscriptions increased by 6,000 in total.

## **Financial objectives and dividend policy**

**DNA's medium-term financial objectives are the following:**

- Revenue growth faster than average market growth;
- EBITDA margin of at least 30%;
- Operative capital expenditure less than 15% of net sales (excluding any fees for spectrum licences);
- Net debt/EBITDA ratio of less than 2.0% which can be temporarily exceeded in case of potential attractive bolt-on in-market M&A opportunities.
- DNA's target dividend payout ratio is some 70-90% of free cash flow to equity for the financial year.

## DNA'S INITIAL PUBLIC OFFERING



# DNA'S IPO WAS THE LARGEST IN FINLAND IN A DECADE

Listing is an important strategic milestone in developing DNA into an even stronger telecommunications company in the Finnish market.

The objective of the listing was to position DNA for its next development phase. It enabled DNA to obtain access to the capital markets, expand its ownership base and increase the liquidity of the shares. Additional visibility through the listing is also expected to increase DNA's recognition among the public and as an employer.

Trading in the DNA share began on the pre-list of Nasdaq Helsinki (the Helsinki Stock Exchange) on 30 November 2016, and on the official list of the Helsinki Stock Exchange on 2 December 2016. DNA raised gross proceeds of some EUR 50 million and EUR 38.6 million net proceeds from the IPO.

The IPO consisted of shares sold by DNA's largest shareholders Finda Oy and PHP Holding Oy, as well as some of the smaller shareholders of DNA. Shares were offered to private individuals and entities in Finland, employees of DNA as well as institutional investors in Finland and internationally. DNA's employees were very interested in the personnel offering, which was oversubscribed. The public offering was also in great demand and was oversubscribed by a large margin. The final subscription price in the offering was EUR 10.10 per share.

The total number of the company's shares came to 132,303,500 shares and the total number of shareholders to 11,000 shareholders.

“The successful implementation of our strategy and the development opportunities going forward have attracted considerable interest from investors. Committed shareholders and motivated personnel have built DNA into a strong Finnish telecommunications service

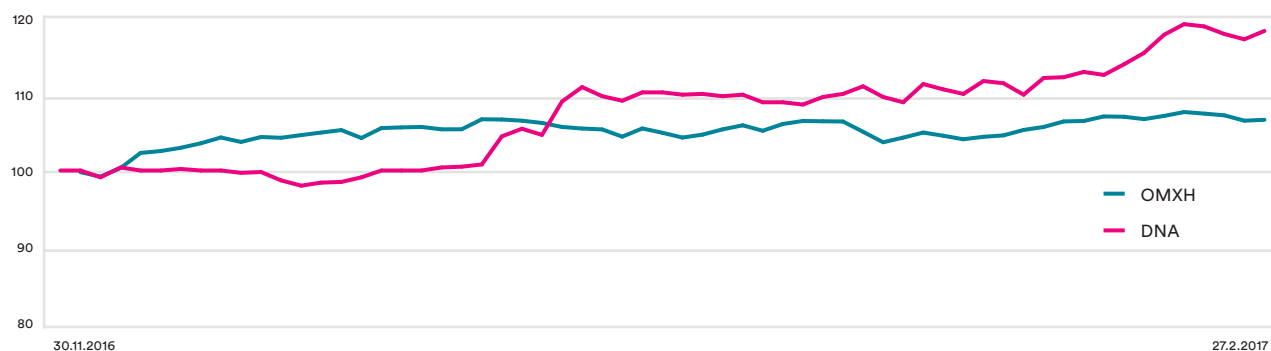
provider. We have a solid base to further develop our business and create value for our new shareholders,” says DNA's CEO Jukka Leinonen.

DNA wants to pay back to the shareholders by means of dividends. DNA's target dividend payout ratio is some 70–90% of free cash flow to equity for the financial year.



CEO Jukka Leinonen rings the bell at the Helsinki Stock Exchange to mark the beginning of trading.

### PERFORMANCE OF DNA'S SHARE AND THE OMX HELSINKI INDEX (OMXH), INDEXED





## INFORMATION FOR SHAREHOLDERS

### ANNUAL GENERAL MEETING 2017

DNA's 2017 Annual General Meeting will be held on Tuesday, March 22, 2017 at 10:00am, at Finlandia Hall, Mannerheimintie 13 e, entrance door M4/K4, Helsinki.

Each shareholder, who is registered on March 10, 2017 in the shareholders' register of the company held by Euroclear Finland Ltd, has the right to participate in the Annual General Meeting.

### Registration

Registration for the meeting can be made:

- a) on the Internet: Notice of attendance [www.dna.fi/agm](http://www.dna.fi/agm)
- b) by telephone at 020 770 6902 from Monday to Friday between 9.00 am and 4.00 pm.
- c) by letter to DNA Plc, Registrations to Annual General Meeting, P. O. Box 10, 01044 DNA.

The registration should include the shareholder's name, personal identity number or business ID, address, telephone number and the name and personal identity number of any accompanying person or proxy representative. The personal data given by the shareholders to DNA Plc will be used only in connection with the Annual General Meeting and the processing of the necessary registrations related to it.

The shareholder or their accompanying person or proxy representative must, if necessary, be able to prove their identity and/or right of representation.

### **Dividend payment**

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0,55 per share be distributed for 2016. According to the proposal, the dividend will be paid to shareholders registered in the company's shareholder register held by Euroclear Finland Ltd, on the dividend record date 24 March 2017. The dividend is proposed to be paid on 7 April 2017.

### **Important dates related to AGM**

10 March, 2017	Record date for attend to AGM
17 March, 2017	Registration period ends
22 March, 2017	Annual General Meeting
23 March, 2017	Proposed ex-dividend date
24 March, 2017	Proposed record date for dividend payment
7 April, 2017	Proposed dividend payment date

### **Financial publication**

DNA publishes Financial Statements bulletin and an official Financial statements including the Report of the Board of Directors, the consolidated financial statements and parent company financial statements. DNA also publish its' Annual Report including a Corporate Governance Statement and a Remuneration Statement for 2016. DNA's Annual Report 2016 includes also sus-

tainability disclosures prepared in accordance with the G4 disclosure guidelines established by the GRI (Global Reporting Initiative). All the publications can be found on DNA's website as pdf-files in Finnish and in English.

### **Publication dates of reviews and reports in 2017**

31 January 2017	Financial Statements Bulletin 2016
1 March 2017	Annual Report for 2016 including full financial statements
21 April 2017	Interim Report January-March
18 July 2017	Half-Year Report January-June
20 October 2017	Interim Report January-September

### **Investor relations**

The main task of DNA's Investor Relations is to support the correct valuation of DNA's share by providing up-to-date information on matters concerning the company's operations and operating environment, strategy, objectives and financial situations. Our goal is to provide correct, adequate and current information regularly and impartially to all market participants. In investor communication, we aim for promptness, transparency and good service.

Investor relations is responsible for investor communications and for daily contact with representatives of capital markets. All investor and equity analyst meeting requests are processed centrally through Investor Relations. In addition to financial reports, result publication news conferences and actively updated internet pages, DNA's investor communications includes investor meetings and seminars in which CEO and CFO actively participate. We also arrange a Capital Markets Day event.

### **Investor Relations contact information:**

Marja Mäkinen, Head of IR,  
marja.makinen@dna.fi, tel. +358 44 044 1262.

## NEW SPEED RECORDS IN DNA'S NETWORKS

DNA provides high-quality, fairly priced and easy to use mobile device, mobile broadband, fixed broadband and TV and video services for consumers.

In 2016, Consumer Business net sales increased by 5.9% and were EUR 631.3 million. Net sales were boosted by the positive development in mobile subscription sales, growing use of mobile data, which increased the share of 4G subscriptions in the subscription base, and the positive development of mobile device sales. Net sales were burdened by lower interconnection prices and weaker demand for traditional pay-TV services.

### Growing demand for faster mobile connections

DNA's mobile device sales developed positively in 2016 and, in terms of sales revenue, were at a higher level than in 2015. Practically all phones sold by DNA in 2016 were smart phones and mostly 4G models. The demand for 4G subscriptions grew steadily during the year and 4G subscriptions dominated subscription sales. The significant growth of data traffic is due to the expansion of DNA's 4G network, increasing adoption of 4G devices, as well as the increase in the mobile use of video and other content services.

New technologies and good user experience go hand in hand. DNA tests new technologies constantly in its networks. In May 2016, DNA became the first operator in Finland to update the theoretical maximum speed of its 4G mobile network to 600 Mbps. The base station located in Siuntio utilises a new three-frequency technology. New functionalities will increase the mobile network's capacity and speed, further enhancing the user experience associated with various mobile data applications.

**IN MAY 2016, DNA BECAME THE FIRST OPERATOR IN FINLAND TO UPDATE THE THEORETICAL MAXIMUM SPEED OF ITS 4G MOBILE NETWORK TO 600 MBPS.**

### Special emphasis on improved customer experience

Customer service is the key method of interaction between DNA and its customers, and our own customer service functions ensure that we meet a key strategic objective and have the most satisfied customers in Finland. DNA serves customers in DNA Stores as well as on its phone and digital channels. Customers increasingly want to use digital channels, and DNA has placed special emphasis on online channels accordingly. The popularity of DNA's online store continued to grow.

Satisfaction of DNA's customer service personnel was a key area in 2016, supporting personnel well-being as well as customer satisfaction. Service levels remained good and queuing times short throughout the year, which improved customer satisfaction results again. The remote working pilot was one of the factors that improved satisfaction among customer service personnel, which was also reflected in the results of the Great Place to

Work survey.

DNA has made significant investments in data systems and data analytics tools to deepen customer understanding and create a multi-channel customer experience. DNA develops and maintains its IT systems continuously: a large number of IT projects were launched in 2015, and they proceeded as planned in 2016. DNA has complemented its customer service systems with data analytics tools to provide more tailored, real-time services.



DNA's customer service development is guided by customer satisfaction, which is measured by means of the Net Promoter Score (NPS). The score developed positively and reached record-high levels at the end of 2016.

### DNA's new Fibre Optic Plus network enables gigabit-grade speeds

DNA launched a new-generation fibre optic network in May. The DNA Valokuitu Plus (DNA Fibre Optic Plus) service will enable broadband speeds of up to a Gigabit per second without any changes to the housing company's internal network. In May 2016, the gigabit-grade service became available to households in the Helsinki metropolitan area and the city of Oulu and 100% of the network footprint is expected to be capable of receiving these speeds by July 2017.

In May, DNA set a new fixed broadband speed record of 3.055 Gbps in the launch event of the DNA Valokuitu Plus network. No other operator in Europe has provided similar speeds in a broadband network accessed by customers under normal conditions.

DNA believes that its fibre-optic-based HFC network has played a critical role in allowing the company to increase its fixed broadband market share.

### DNA had more than one million TV service subscriptions at the end of 2016

When the company's cable, terrestrial and mobile TV customers are put together, DNA had well over one million TV service subscriptions at the end of 2016. DNA's multi-platform TV strategy is to allow subscribers to enjoy TV and video services on all their devices at any time.

DNA has been offering entertainment services through the DNA TV app since the second quarter of 2015 to respond to the shift in consumers' use of entertainment services. A DNA TV subscription provides customers with an easy and flexible way to watch television on various devices and to pick just the television services they want. At the end of 2016, DNA TV already had more than 300,000 subscribers.

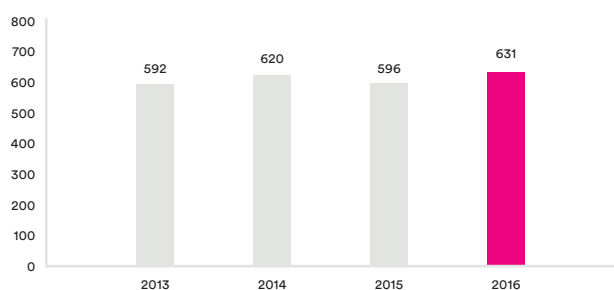
DNA launched a new SportMix channel package in the autumn of 2016, allowing customers to select one, two or five combined sports channel packages. The package has been very popular.

## DNA'S TOP-SELLING MOBILE PHONES IN 2016

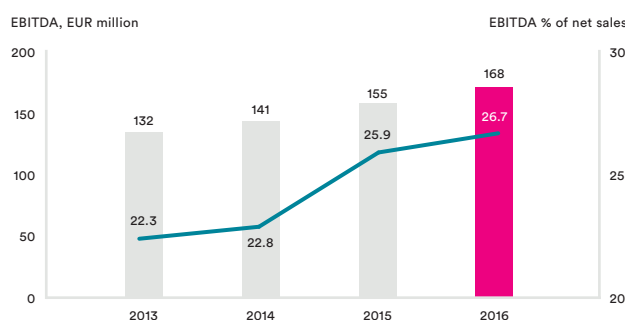
1. Samsung Galaxy J5
2. Honor 7
3. Samsung Galaxy J5 (2016)
4. Apple iPhone 6s
5. Huawei P8 Lite
6. Honor 7 Lite
7. Samsung Galaxy A3 (2016)
8. Apple iPhone 5S
9. Huawei Y360
10. Honor 8

All top-selling phones were 4G phones except for the Huawei Y360.

## CONSUMER BUSINESS NET SALES, EUR MILLION



## CONSUMER BUSINESS EBITDA, AND EBITDA % OF NET SALES



DNA has more than 3.8 million subscriptions in its fixed and mobile networks. DNA's mobile communication subscription base grew by 121,000 subscriptions, reaching more than 2.7 million in total in 2016. DNA's mobile subscription base grew again faster than that of competitors. The fixed-network subscription base decreased by 7,000 and totalled more than 1.1 million at the end of the year. This is due to the drop in the number of fixed-network voice subscriptions. The number of fixed-network broadband and cable television subscriptions increased by some 6,000 in total in 2016.



## DNA'S CORPORATE BUSINESS PROVIDES BUSINESSES WITH COMMUNICATIONS SOLUTIONS THAT IMPROVE THEIR PRODUCTIVITY

We aim to help our clients succeed by providing them with productivity-enhancing data communication services. One of DNA's key strategic objectives is to increase its market share in the corporate segment. In 2016, DNA's share of the corporate telecommunications market revenues was estimated to be approximately 15%. Both customer and subscription base grew despite intense competition.

DNA's Corporate Business develops services to client's changing needs. DNA had more than 70,000 corporate clients at the end of 2016.

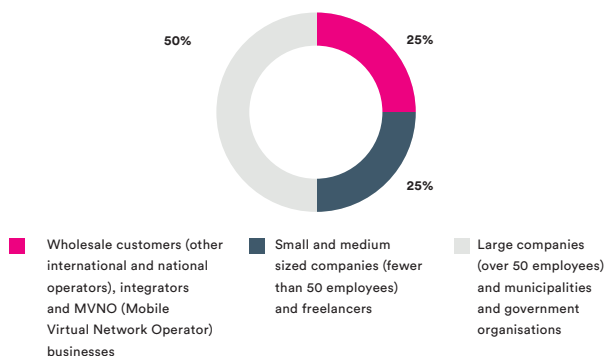
Corporate Business net sales remained at a similar level year-on-year and were EUR 227.5 million. Net sales were burdened by the reduction in interconnection prices and lower voice traffic volumes. Net sales were boosted by the increase in the mobile broadband subscription base, and corporate clients are increasingly shifting from fixed-network broadband to mobile broadband. In 2016, Corporate Business accounted to 27% of DNA's net sales and 29% of EBITDA.

### Corporate Business market position developed well

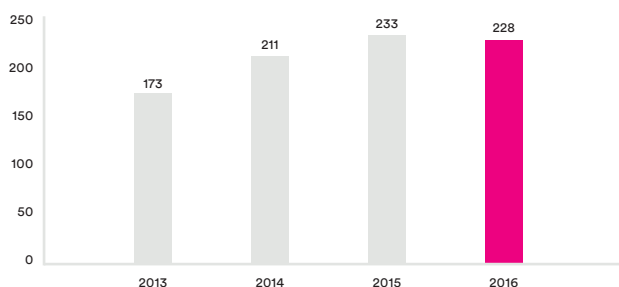
The market position of DNA's Corporate Business has developed as planned and, according to a brand study commissioned in early 2016, DNA's brand recognition and customers' willingness to consider DNA as a service provider improved to record-high levels, in particular in the mid-sized enterprises segment.\* DNA signed several significant new agreements and extensions to existing contracts with enterprises and the public sector in 2016. The share of small and mid-sized enterprises in particular continued to grow in the customer base.

**THE QUALITY OF CORPORATE CUSTOMER SERVICES IS MEASURED BY MEANS OF THE NET PROMOTER SCORE (NPS). IN 2016, THE AVERAGE SCORE IMPROVED BY MORE THAN 38%.**

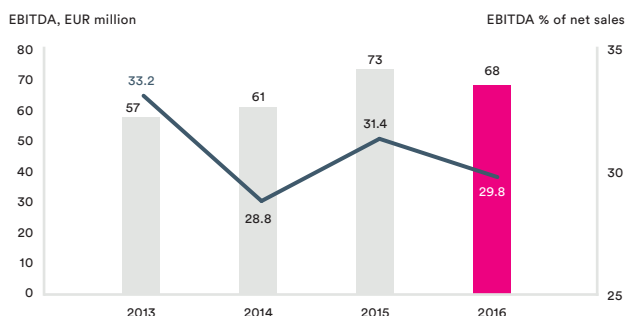
## DISTRIBUTION OF DNA'S CORPORATE BUSINESS NET SALES



## CORPORATE BUSINESS NET SALES, EUR MILLION



## CORPORATE BUSINESS EBITDA, EUR MILLION, AND EBITDA % OF NET SALES



### EPSI RATING SURVEY 2016

According to the results of the 2016 EPSI Rating survey, customer satisfaction in DNA's fixed-network data services among corporate clients was better than competing that of three largest competing operators for the second year in a row.

Towards the end of 2016, the University of Lapland selected DNA as its mobile service provider. When selecting the service provider, the University of Lapland placed emphasis on coverage. DNA has expanded its mobile network in Northern Finland by hundreds of new base stations in 2016, and 4G and 3G speeds are now very widely available. In 18 months, Finnish Shared Network Ltd has made more comprehensive, high-speed telecommunications connections available for more than 760,000 residents in sparsely populated areas in Eastern and Northern Finland.

In November 2016, DNA announced that it will provide WLAN services for hundreds of KONE Corporation offices worldwide. The three-year contract between DNA and KONE includes WLAN deliveries as a full service. The contract covers design, installation and maintenance.

The role of WLAN in corporate network solutions is increasingly significant. A recent telecommunications industry report\* states that up to 75% of fixed network connections are accessed through WLAN. DNA delivers WLAN solutions to international companies in cooperation with our strong partner network on a turnkey principle.

## Remote reading of water meters and safety bracelets

In November, DNA signed an agreement to deliver M2M (machine to machine) subscriptions to Econet Ltd, a company specialised in water and environment technology. Econet has developed a smart solution for remote reading of water meters called ESCU (Econet Smart Cellular Unit), which can monitor water consumption, pressure and quality. DNA will deliver thousands of M2M subscriptions to Econet in the coming years. The subscriptions will be installed in data transmission units to be connected to water meters, and they will operate in DNA's mobile network. Remote water meter reading is an example of an Industrial Internet solution with significant market and growth potential.

DNA has also been a long-term partner to Everon, a company that develops wireless solutions for the monitoring and controlling of safety. These will play a significant role in the healthcare industry in the future. The company manufactures safety bracelets and nurse call systems for facilities such as residential care centres for the elderly or those with memory loss. Everon requires versatile and reliable mobile subscriptions for transferring data between the devices and systems. In addition, the subscriptions must have a speech feature and text message capability.

\*Source: Balance Consulting & VALOR: Telecommunications industry in Finland and the Nordic countries in 2017. Strategic industry report.

# AT THE END OF 2016, DNA'S 4G NETWORK REACHED 99.6% OF THE POPULATION IN FINLAND

DNA makes continuous investments in high-speed mobile networks and fixed networks to ensure excellent customer experience and support the customers' growing use of subscriptions, devices and online services. DNA's capital expenditure in 2016 was EUR 143.6 million. Most of the investments were made in networks. The construction of the shared network that got under way in the spring of 2015 was completed toward the end of 2016.

## DNA'S MOBILE AND FIXED NETWORK INFRASTRUCTURE MAKE FOR A STRONG COMPETITIVE POSITION

- DNA's mobile 4G network is among the most advanced in Finland, and reached 99.6% of people in mainland Finland at the end of 2016.
- Finnish Shared Network Ltd (Suomen Yhteisverkko Oy), a joint operation by DNA and Sonera, completed the shared mobile network in Northern and Eastern Finland in 2016. With the network, DNA is able to provide cost-effective mobile coverage to sparsely populated areas.
- DNA has a strong spectrum position: DNA has significantly more spectrum resources per user than its' competitors.
- DNA has the largest HFC network in Finland based on the number of households covered within its footprint: it covers some 850,000 households, serving some 600,000 connected households at the end of 2016.
- DNA's digital terrestrial TV network covers approximately 85% of Finnish households and uses the latest DVB-T2 technologies. DNA is the only operator in Finland offering pay-TV services in its terrestrial TV network.

## DNA has an advanced mobile communication network

Over the past decade, DNA has made significant investments in modernising the mobile communication network and extend the coverage. At the end of 2012, DNA's 4G network reached 15% of the population. By the end of 2016, the coverage was as much as 99.6% of the population in mainland Finland. In 2016, DNA expanded its 4G and 3G networks by adding some 2,300 base stations.

DNA's entire mobile network has been modernised with 4G and multi-standard radio (MSR) technology. In addition to the improved capacity and coverage, the usage of MSR technology has also made the mobile network significantly more energy and cost-efficient. The introduction of LTE Advanced technology with the so-called carrier aggregation (CA) technology enables quick and flexible demand-based adjustment of capacity and data transfer speeds. Together these technologies improve network performance and service levels with higher download speeds.

In May 2016, DNA became the first operator in Finland to update the theoretical maximum speed of its 4G mobile network to 600 Mbps. DNA continues the deployment of so-called 4.5G functionalities in its network as the technology advances towards commercialisation.

The focus of DNA's mobile communication network investments will shift from network modernisation and coverage expansion to capacity expansion in the coming years. In practice, this will mean a lower level of operational capital expenditure activity.

## Shared network brings more comprehensive, fast connections to more than 760,000 residents in Northern and Eastern Finland

Finnish Shared Network Ltd (Suomen Yhteisverkko Oy), a joint operation by DNA and Sonera, expanded the 4G network to sparsely populated areas in 2016. Completed towards the end of 2016, the network covers 50% of Finland's total geographical area and about 15% of its population. More comprehensive, high-speed telecommunications connections were made available for more than 760,000 residents in the area.

The number of DNA's base stations in the coverage area increased by 50%. Sparsely populated areas can now enjoy improved coverage, significantly expanded capacity and higher speeds at a level that would not have been possible simply by expanding DNA's own mobile network.

## Finland tops the global list for mobile data use

With increasing use of mobile data and mobile broadband, traffic volumes in DNA's 4G mobile network grew some 120% year-on-year. DNA's total data traffic volume in mobile networks grew 76%. Data traffic in DNA's mobile network exceeded the volume of fixed broadband traffic in the summer of 2016. At the end of 2016, more than 82% of all mobile data was transferred in the 4G network.

Finland has the highest mobile data use in the world per subscription (Tefficient, December 2016). Finns used almost 10 gigabytes of mobile data per subscription each month between January and September 2016. DNA's customers had the highest mobile data usage in the world per subscription.

Mobile data volumes are expected to grow in the coming years, along with the increasing transfer speed requirements of services used over mobile networks and video image quality requirements.

## DNA's fibre optic network enables gigabit grade speeds

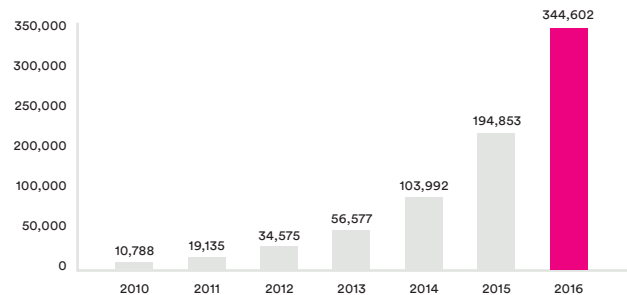
DNA's fixed broadband offering is primarily based on the hybrid fibre-coaxial (HFC) network and FTTx access solutions, mainly depending on internal cabling solutions in the customer buildings. Most of the existing cabling solutions in city dwellings have been implemented with coaxial cables, and DNA's HFC implementation provides access to the best download speeds per household.

DNA's HFC network allows 350 Mbps download speeds to all customers within its footprint. In May 2016, the gigabit grade service level became available to households in the Helsinki metropolitan area and the city of Oulu and will be available in the entire network by July 2017.

## DNA'S 4G COVERAGE IN 31/12/2016



## GROWTH OF MOBILE DATA TRAFFIC IN DNA'S NETWORK (GB, THOUSAND)



## 5G on the horizon

Standardisation of 5G is ongoing at the moment and DNA does not expect any commercial roll-out of the technology before the turn of the decade. Development of 4G continues alongside 5G, with some 5G functionalities gradually implemented also in the 4G network, which has already achieved a good level of coverage and mobile device capability. 4G technologies will most likely continue to coexist alongside 5G far into the next decade.

5G will provide end users with higher broadband quality and speed. 5G is also used to implement completely new wireless services, such as critical services that require extremely high reliability and low latency, as well as to connect the myriad devices and sensors that will form the Internet of Things (IoT).

# DNA'S NETWORK MANAGEMENT CENTRE OPERATES 24/7

DNA's Network Management Centre monitors networks 24 hours a day, 365 days a year. Everyone at the Centre works together to solve any network issues as quickly as possible, with minimal interruption to customers.

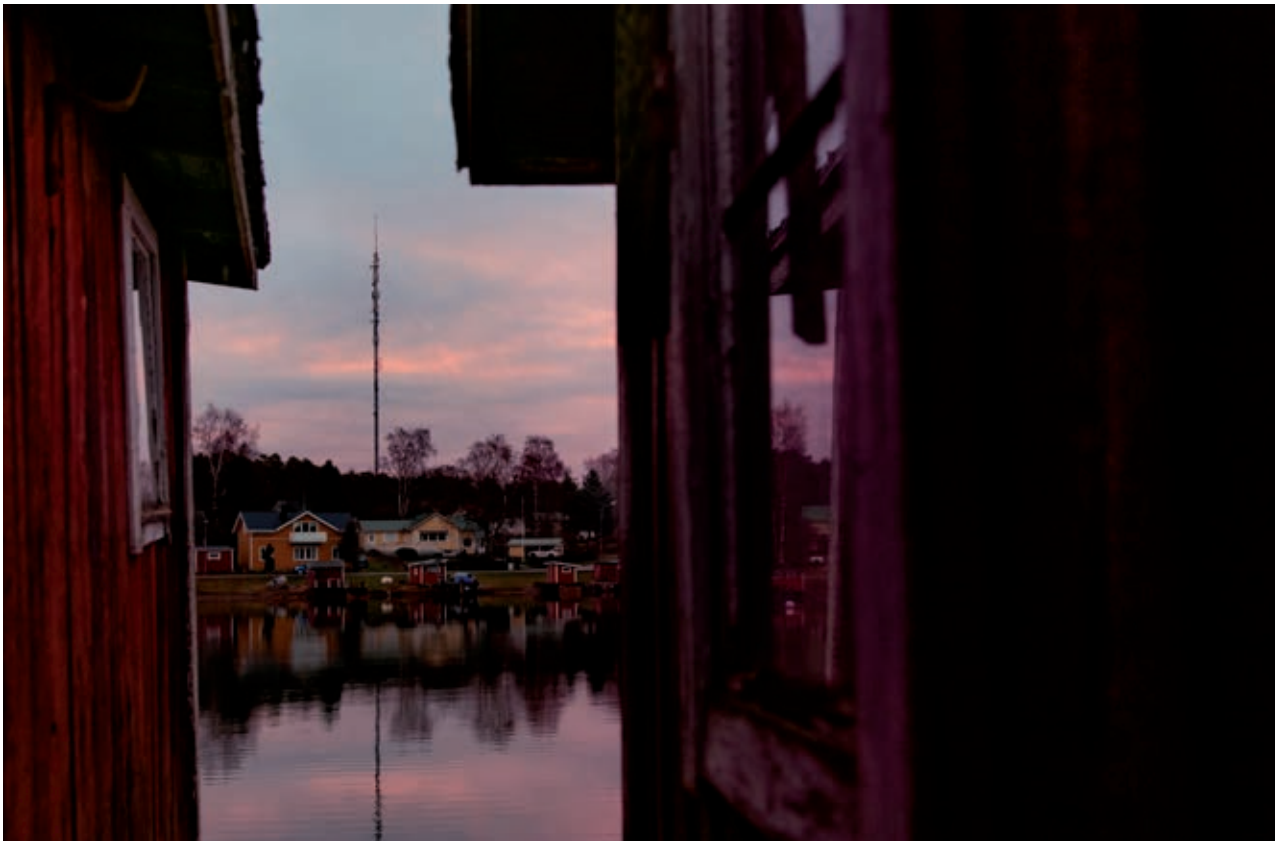
Technical reliability is top notch: DNA's Management Centre has redundant data communications connections, back-up power supply for a week, and the windows are covered with army-grade protective film. DNA's Public Authority Services are also located at the centre, processing requests from authorities requiring a high level of data security.

In case of network faults, it is important to find quick answers to these key questions: what happened, where and when as well as how extensive is the disruption of services to DNA's customers and when can the fault be expected to be repaired. DNA has various fault repair and communication processes for different types of situations to ensure each issue is resolved as quickly as possible. In case of a serious service disruption, DNA's crisis response team steps in. When disruptions occur, effective communication, both internally and externally, is of vital importance. Authorities are also kept up to date whenever necessary.

Smooth cooperation with partners is of special importance for instance when exceptional weather conditions cause extensive network disruptions. In these situations, DNA works closely with electricity providers and other operators to resolve the issue as quickly as possible. During service disruptions, situations evolve and change very quickly, making seamless cooperation even more important.

After 25 years at the Network Management Centre, Juha Kuusela has extensive experience. In his opinion, one of the best things about working there is the great level of cooperation during the most demanding challenges, and the ability to manage the situation and resume normal services as quickly as possible.

"For us, a quiet day at the office is a good thing: we know that our networks and services are up and running and our customers are happy. It also shows that our work and continuous development efforts have paid off, eliminating critical situations and major disruptions," Juha Kuusela says.



**CORPORATE RESPONSIBILITY**



# PERSONNEL ENGAGED IN CORPORATE RESPONSIBILITY, CLIMATE WORK CONTINUED

In 2016, DNA focused on the practical implementation of the corporate responsibility strategy that was launched towards the end of 2015. More than 940 DNA employees participated in training sessions related to corporate responsibility. In addition, DNA's greenhouse gas emissions continued to decrease.

The practical implementation of DNA's corporate responsibility strategy focused on every employee's role in responsible operations and positive brand image creation. The events and training organised during the year generated lively discussion and the feedback from employees was positive. Training will continue in 2017.

Climate work continued as DNA signed up to Society's Commitment to Sustainable Development, coordinated by the Prime Minister's Office, under which various actors pledge to promote sustainable development in their work and operations. DNA has undertaken to further reduce the climate impacts of its operations. Keeping to this commitment, the company reduced its greenhouse gas emissions by 4% in 2016. Indirect emissions from the generation of purchased energy reduced as much as 70%.

## Organisation of corporate responsibility at DNA

Towards the end of 2016, it was decided that as of 1 January 2017, the CEO is in charge of corporate responsibility in the Executive Team. This was previously the responsibility of the CFO. At the same time, DNA's Sustainability Manager moved to DNA's Corporate Communications department. These changes were implemented to emphasise that corporate responsibility permeates all operations and the daily work of everyone at DNA from the CEO to individual employees. It also strengthens DNA's internal and external corporate responsibility communications, the main objective of which is to ensure the internal implementation of the corporate responsibility strategy and to communicate on the progress to the public.

DNA's Sustainability Manager reports on the realisation of corporate responsibility objectives to DNA's Executive Team and Board of Directors every six months. The body which ultimately accounts for DNA's corporate responsibility is the Board of Directors. It is responsible, for example, for approving DNA's corporate responsibility report annually.

## ORGANISATION OF CORPORATE RESPONSIBILITY AT DNA

<p><b>BOARD OF DIRECTORS</b></p>	<p>The Audit Committee discusses corporate responsibility issues based on proposals by the Executive Team.</p>
<p><b>DNA'S EXECUTIVE TEAM</b></p>	<p>DNA's Executive Team monitors the productivity of operations and discusses factors with significant economic or other impact. The CEO is in charge of corporate responsibility in the Executive Team.</p>
<p><b>SUSTAINABILITY MANAGER, CEO, VICE PRESIDENT, CORPORATE COMMUNICATIONS</b></p>	<p>DNA's Sustainability Manager decides on the main principles of corporate responsibility together with the CEO and Vice President, Corporate Communications, and is responsible for meeting the targets and implementing the measures related to corporate responsibility.</p>
<ul style="list-style-type: none"> <li>■ Climate team</li> <li>■ Innovation team</li> <li>■ Responsible supply chain team</li> <li>■ DNA Experience team</li> <li>■ Customer experience steering group</li> </ul>	<p>Corporate responsibility teams discuss and plan matters related to responsibility and decide on the implementation and responsibilities thereof.</p>
<p><b>CORPORATE RESPONSIBILITY FORUM</b></p>	<p>Whenever necessary, the corporate responsibility forum that comprises members of the corporate CR responsibility teams is called to plan and prepare larger CR-related entities.</p>



## Realisation of DNA's corporate responsibility objectives in 2016

DNA's corporate responsibility strategy comprises three areas: the customer, the society and meaningful work. Each area in a nutshell:

Strategy area	Objectives	Examples of measures in 2016
<p><b>CUSTOMER</b></p> <p>We look after the customer. DNA must understand what the customer needs and provide suitable solutions. The customer understands what can be achieved with DNA's services and is aware of key issues in the digital world.</p>	<p>DNA acts as an enabler in the society, making customers' lives more inspiring, productive and entertaining while also preventing digital exclusion.</p>	<ul style="list-style-type: none"> <li>■ "Responsibility at the customer interface" was a key topic covered in responsibility training events</li> <li>■ New products and services were launched for consumers, such as DNA Fibre Optic Plus, DNA Prepaid App and the DNA Sportmix channel package for pay-TV</li> <li>■ DNA and Sonera's shared network was completed, bringing faster 4G network services to sparsely populated areas in Northern and Eastern Finland</li> <li>■ As a main partner of the "HundrED – 100 Koulu" initiative, DNA supported education innovation at Finnish schools</li> </ul>
<p><b>SOCIETY</b></p> <p>DNA plays a significant role in society by providing important communication connections and maintaining infrastructure that is critical to the operation of the society.</p> <p>Our continuously expanding networks consume a lot of energy. We want to be responsible and do our part to combat climate change.</p>	<ul style="list-style-type: none"> <li>■ While the expansion of DNA's networks continues, we aim to reduce our total emissions by 15% by 2020 from the levels reported in 2014</li> <li>■ We will improve the energy efficiency of our radio network and reduce emissions from the radio network in proportion to annual data transfer volumes by 80% from 2014 levels by 2020</li> </ul>	<ul style="list-style-type: none"> <li>■ DNA's greenhouse gas emissions were reduced by 4% in 2016. Indirect emissions from the generation of purchased energy reduced as much as 70%.</li> <li>■ All directly procured electricity was generated by renewable energy</li> <li>■ DNA expanded its 4G and 3G networks by adding some 2,300 base stations</li> <li>■ Modernisation of DNA's radio network continued as planned, improving energy efficiency</li> <li>■ Investments in the energy-efficient LTE technology help reduce emissions</li> <li>■ Constructing and sharing a network with Sonera is more energy-efficient because the technology is shared</li> </ul>
<p><b>MEANINGFUL WORK</b></p> <p>We will increase corporate responsibility know-how and understanding at DNA.</p>	<p>Each DNA employee is familiar with the key corporate responsibility objectives and understands how they personally can help the company achieve them.</p>	<ul style="list-style-type: none"> <li>■ 942 DNA employees participated in training sessions related to corporate responsibility at DNA</li> <li>■ DNA Group's updated Code of Conduct was launched</li> </ul>

DNA is also continuously enhancing areas such as responsible procurement, privacy and data security, Code of Conduct compliance and waste recycling.

# OUR CUSTOMERS ARE OUR MAIN RESPONSIBILITY

DNA's corporate responsibility strategy emphasises DNA's responsibility towards the customer. In 2016, this approach was strengthened in customer service and sales in particular.

Voice and data communications have become a necessity for people and the society at large: it is difficult to manage without good connections. However, customers may find the product, service and solution offering of the telecommunication operator sector very complex and even difficult to understand. As an operator, DNA shares the responsibility of understanding the customer's needs and providing solutions that meet these needs. This is why DNA strives to inform the

customer about these services and their possibilities as clearly as possible, and to help the customer identify key issues that they should be aware of in the digital world.

DNA's business objective is to make customers' lives more inspiring, productive and entertaining. DNA also considers it important that connections, services and devices are provided to consumers and companies in a clear, easy and cost-efficient manner.

## Responsibility at the customer interface key theme in training

In 2016, 942 DNA employees participated in training sessions related to corporate responsibility at DNA. Responsibility at the customer interface was a key theme. In particular, corporate responsibility in relation to DNA's Consumer and Corporate Business customer service and telemarketing was broadly discussed.

During the discussions, employees focused mainly on how responsibility is manifested in their personal roles. Another important topic was how a company gains reputation as a responsible company, and how each DNA employee can contribute to this. Corporate responsibility was a new topic to many participants, and they embarked on lively discussions. The events generated a lot of positive feedback.

Corporate responsibility training will continue in 2017. At the next stage, DNA Store employees get a chance to consider what corporate responsibility means in their work.

## Development of high-quality customer experience continues

Good customer experience is vital for DNA's business, and various methods were implemented in 2016 to improve it further. Most importantly, the quality and coverage of DNA's 4G network improved. This development was supported by, for example, the completion of the shared network. At the end of 2016, DNA's 4G network reached 99.6% of the population in mainland Finland.

The first stage of DNA's self-service reform was completed towards the end of 2016. DNA develops services further to provide even better online customer service.

## DNA IS RESPONSIBLE FOR PROVIDING SOLUTIONS THAT BEST MEET THE NEEDS OF EACH CUSTOMER.

### RESPONSIBLE CUSTOMER SERVICE

I have worked as a service advisor for consumer clients in Lahti for four years now. I had not given that much thought to responsibility from the company point of view, or how wide-spread its scope is, until I participated in the training last spring. While I may not be the most eco-conscious person out there, it was great to hear about DNA's commitment as a company to reduce greenhouse gas emissions and use renewable energy. It also made me feel that DNA cares about its personnel. It is important for DNA that we can feel that our work is meaningful.



Our main responsibility at DNA customer service is to provide customer care that ensures that we have the most satisfied customers. While we are required to adhere to laws and regulations, the most memorable things about customer

service for the customer is how they were treated, whether they felt they were listened to and got suggestions of services that were best suited for their individual needs and whether the person at the other end of the line was friendly and personable and kept to their word.

During my years of customer service here at DNA and elsewhere, I have noticed that how you speak is often more important than what you say. My approach has served me well in providing customer care, and this is backed up by feedback from customers.

**Sari Salmenniemi**, Service advisor, Lahti

At the first stage, the new type of self-service is made available to customers in the entertainment business in particular. New features and content were also added to DNA TV. The DNA Store concept was revamped in 2016.

DNA's customer service development is guided by customer satisfaction, which is measured by means such as the Net Promoter Score. NPS measures the likelihood of a customer to recommend a brand. Both Consumer and Corporate Business experienced very positive customer satisfaction development in 2016.

Customer service personnel of both Consumer and Corporate Business joined the Family Federation of Finland's Family-Friendly Workplace initiative in 2016. By participating in the pilot project, DNA wants to identify the best working methods for customer service employees with families to support personnel well-being and also customer satisfaction.

In Consumer Customer Service, remote working was gradually introduced for Service Advisors in 2016. Other areas of special emphasis in Consumer Customer Service include well-being at work as well as flexible work, allowing employees to find a better balance between work and leisure.

In Corporate Customer Service, the remote working model and the ability to vary routines further improved job satisfaction among service advisors. Satisfaction with remote work was reflected, for example, in the results of the Great Place to Work and the Family-friendly work survey.

## DNA's EPSI Rating survey success continued

DNA received good results on both consumer and corporate customers in the EPSI Rating surveys in 2016.

Customer satisfaction in DNA's fixed-network data services among corporate customers was also better than competing operators' for the second year in a row.

### IDEA JAMS GENERATE IDEAS FOR FURTHER OPERATIONAL DEVELOPMENT

DNA employees are active users of Yammer, their workplace social media application. A new Yammer group called "Ideajamit" ("Idea jams") was launched in March 2016. The group is intended for all employees to share development ideas related to DNA's products, services, internal operating methods or systems.

The group generated more than 100 development ideas that were implemented in 2016. Idea jams were well received, in particular because they enable quick and direct feedback from the person responsible. The group has been particularly popular among Consumer Customer Service Advisors. Feedback and development ideas from the customer interface are of special value to DNA.

Idea jams will continue in Yammer in 2017.

## CUSTOMER SATISFACTION

Results of the EPSI Rating survey, DNA and DNA Welho	2016	2015	2014	2013	2012
Mobile communication services for consumers (DNA)	75.4	74.9	74.0	75.6	72.9
Fixed broadband services for consumers (DNA Welho)	70.6	71.7	74.2	72.2	71.9
Mobile broadband services for consumers (DNA)	73.2	73.3	71.7	71.3	69.3
Mobile communication services for businesses (DNA)	71.8	74.3	74.0	68.5	65.7
Fixed broadband services for businesses (DNA)	72.6	69.2	71.1	67.0	65.8
Mobile broadband services for businesses (DNA)*	67.8	73.5	67.8	70.2	N/A
Pay-TV (DNA Welho)	70.3	67.8	69.1	72.8	71.3

\* Satisfaction in mobile broadband services among businesses was measured for the first time in 2013.

# DNA PROMOTES DIGITALISATION AND COMPETITIVENESS IN FINLAND

As a telecommunications operator, DNA plays an important role in society by providing important communication connections and maintaining infrastructure that is critical to the operation of society.

According to its strategy, DNA will meet the growing demand for faster high-quality connections. The company invests in a very competitive and cost-effective network and service platform infrastructure to meet the growing communications needs of consumers, businesses and the society in general. By doing so, DNA promotes digitalisation and Finnish competitiveness.

## Domestic investments and employment

DNA's economic responsibility includes meeting the expectations of customers and shareholders in a sustainable manner, supporting the economic welfare of the company's employees and society through direct and indirect employment as well as investments and product innovation. Investments and development of new products and services are also part of DNA's economic responsibility.

DNA's investments in 2016 were EUR 143.6 million (EUR 154.7 million). Major items included investments in the 4G and 3G networks and in fibre and transfer systems.

In Finland, DNA has a strong local presence in some 80 locations, majority of which are DNA Stores. At the end of 2016, the company employed 1,668 people.

DNA is an important regional employer. For example, DNA employs some 50 customer service professionals in the

city of Pietarsaari and some 70 in the municipality of Taivalkoski. Furthermore, the company traditionally employs young people in DNA Stores in particular. At the end of 2016, those under 25 accounted for more than 40% of store personnel.

### DNA A MAIN PARTNER IN THE "HUNDRED – 100 KOULUA" INITIATIVE

The initiative brings the best education innovations together and develops 100 new operating models with the schools, providing a foundation for the best education in the world for the next 100 years.

The "HundrED – 100 Koulua" initiative is implemented by SCOOOL, a Finnish education development company. The initiative will also build a database for education innovations, which will be made available to schools and teachers globally. Other plans include a book, documentary and a series of international seminars.

In November 2016, DNA organised a workshop for the Kautiala village school, which is a participant in the initiative, and other village schools in the region of Kangasala, to discuss how digitalisation can benefit small schools. Participants strongly agreed that new learning environments and methods can significantly improve the vitality of village schools.

## ECONOMIC VALUE FOR STAKEHOLDERS, EUR MILLION

Generation of added value		2016	2015	2014
From the customers	Net sales	858.9	828.8	831.5
<b>Total generated added value</b>		<b>858.9</b>	<b>828.8</b>	<b>831.5</b>
Distribution of added value		2016	2015	2014
Goods and service suppliers	Materials and services as well as other operating expenses	513.5	498.5	530.1
Personnel	Wages and salaries as well as pension expenses	107.0	102.3	96.4
Public sector	Income tax, value added tax, personnel expenses as well as payments to the Finnish Communications Regulatory Authority	110.6	90.0	77.1
Financial sector	Interest expenses	10.5	12.5	11.3
Shareholders	Dividends for 2016*	72.8	40.1	30.0
<b>Total distributed added value</b>		<b>814.4</b>	<b>743.4</b>	<b>744.9</b>

\*DNA's Board of Directors has proposed to the Annual General Meeting that a dividend of EUR 0.55 (4.72) per share be paid for the financial year 2016, EUR 72,766,925 in total (EUR 40,062,746.40).

# DNA PROVIDES SOLUTIONS FOR CHANGING SERVICE NEEDS

DNA offers high-quality voice, data and TV services for communication, entertainment and work, and provides new solutions to meet the changing customer needs.

In a digital society, there is a constant need for receiving and sharing data. Remote and mobile working with smart devices is increasing, as is sharing content in social media and the use of entertainment services.

## Strong growth of mobile data volumes continues

Most of DNA's total mobile data traffic volume consists of 4G traffic. It grew by as much as 120% in 2016. During the year, 82% of all data was transferred in the 4G network.

DNA's total data traffic volumes were up by 76%. The growth of data traffic was driven by the expansion of DNA's 4G network, adoption of pure data devices, such as 4G modems and tablets, as well as the increase in the mobile use of video and other content services.

Data traffic volumes in DNA's mobile network exceeded the volume of fixed broadband network in the summer of 2016. Traffic in DNA's fixed network also continued to grow.

At the end of 2016, DNA's 4G network reached over 99% of the population.

## A shared network brings fast connections to sparsely populated areas

The construction of the shared network was completed in November 2016. During these 18 months of construction, more comprehensive, high-speed telecommunications connections were made available for more than 760,000 residents in sparsely populated areas in Northern and Eastern Finland. The shared network brings data transfer speeds that are dozens of times faster than those previously available to sparsely populated areas.

DNA and Sonera's shared network is a unique initiative in Finland, enabling a quick and cost-effective construction of a 4G network in sparsely populated areas in Northern and Eastern Finland. The jointly constructed network covers about half of the surface area of Finland, populated by some 15% of Finns.

## New way of working is effective and mobile

DNA has been a pioneer in the promotion of digital and mobile work. Corporations are seeking smart solutions to improve the efficiency of their processes by means of cloud applications and remote working. The Internet of Things places high demands on the capacity and security of networks.

DNA takes the changing service needs of working life into consideration, and develops smart solutions for data communication between devices.

## DNA guides young users on safe use of the internet

DNA has been guiding young users on the safe use of the internet and mobile phones for several years. DNA has signed a European framework agreement, European Framework for Safer Mobile Use by Younger Teenagers and Children, which aims to improve the safety of mobile phone use by teenagers and children.

DNA is also a long-term partner of SOS Children's Village Association, providing financial support and data communication connections to the organisation.

### SPRING EVENT AT SOS CHILDREN'S VILLAGE TAPIOLA

DNA organised a spring event at SOS Children's Village Tapiola. Activities included outdoor games, barbecue as well as the very popular VR Alpine Experience by DNA.

For more information on DNA and charity, please see the company website.

# DNA'S EMISSIONS CONTINUED TO DECREASE

As a Finnish telecommunications group, DNA wants to be responsible and work towards reducing emissions and improving energy efficiency.

DNA has calculated its greenhouse gas emissions for several years now to identify the direct effect of its operations on climate change. According to the results, most of the greenhouse gas emissions originate in production, i.e. the electricity consumption of DNA's radio network and transfer equipment as well as the maintenance of their equipment facilities.

DNA consumes a large amount of electricity, which means that the indirect greenhouse gas emissions from DNA's own energy consumption are significant. In the spring of 2016, DNA signed up to Society's Commitment to Sustainable Development and continued to work towards achieving the climate objectives set in 2015:

- While the expansion of DNA's networks continues, we aim to reduce our total emissions by 15% by 2020 from the level reported in 2014.
- We will improve the energy efficiency of our radio network and reduce emissions from the radio network in proportion to annual data transfer volumes by 80% from 2014.

In 2016, DNA reduced emissions by 8,239 tonnes, or 4% from 2015. Indirect emissions from the generation of purchased energy reduced by 20,699 tonnes, or as much as 70% from 2015. The decrease is due to procurement of electricity from renewable sources.

Emissions from the radio network in proportion to annual data transfer volumes decreased by 88% in comparison to 2015. This was due to procurement of renewable energy, increased energy efficiency of the radio network as well as strong expansion of data transfer volumes.

DNA's directly procured renewable energy is hydro power and comes

with a Guarantee of Origin. Hydro power is an emission-free energy source and as such, a good option in terms of reducing the climate impacts of DNA's business.

However, renewable hydro power has its challenges. For example, hydroelectric plants can prevent the movement of migratory fish in rivers. Fish passages and ladders are constructed in Finland according to Finland's National Fish Passage Strategy to enhance the viability of migratory fish stocks. Hydro power companies also compensate the environmental effects of their plants by environmental measures such as stocking fish.

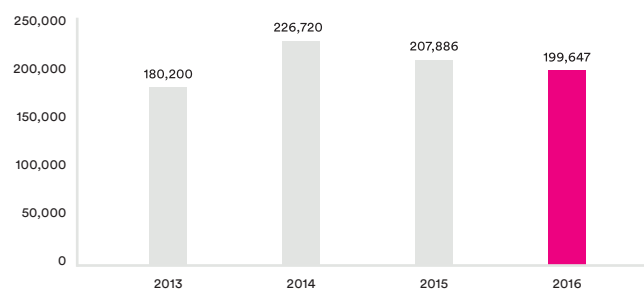
DNA is monitoring the situation and regularly assesses the origin of purchased electricity.

## Improved energy efficiency in production

Modernisation of base stations in the mobile network proceeded as planned in 2016. More than 90% of the old base stations have been replaced by more energy-efficient models. The project is expected to be completed in 2017. The new system requires fewer devices, thereby reducing relative energy consumption. During the network upgrades, hundreds of radio units have also been relocated from inside the equipment facilities to the masts, omitting the need for mechanical cooling. This saves significant amounts of energy.

Increased mobile data volumes challenge the energy efficiency of the radio network, because the continuously growing volumes require more equipment, which in turn increases energy consumption. On the other hand, the 4G network reduces the relative per-data energy consumption through improved technical performance of LTE.

## DEVELOPMENT OF DNA'S EMISSIONS, TOTAL TCO2\*



\* Indicator includes Scope 1, 2 and 3 emissions.



## New energy-efficient facilities and working methods

DNA's headquarters, the DNA House, was completed by YIT according to its Energy Genius concept. The energy efficiency of the building was carefully considered already in the design and construction phase. DNA's headquarters have earned an international LEED Gold certification as a recognition of the building's ecological energy and water consumption, materials used and emissions.

### EXAMPLES OF ENERGY EFFICIENCY IN THE RADIO NETWORK AND EQUIPMENT FACILITIES

- DNA will migrate to next-generation base station equipment, again significantly more energy-efficient than the previous generation.
- Energy efficiency in the radio networks will be improved further with a wider adoption of software-based energy-saving functions.
- More efficient use of ambient air to cool the equipment was tested in large equipment facilities in Oulu in 2016. Cool air was transferred by fans and the results seem promising as fans use less energy than active cooling.

DNA has placed special emphasis on the modernisation of its facilities in recent years and has improved energy efficiency notably by modernising old buildings and moving to new facilities.

DNA conducted a study on the effects of the Genuine method of working on CO<sub>2</sub> emissions from work-related travel. According to the results, emissions from work-related travel can be cut by some 40% annually when employees work remotely at home for example.

## Climate risks assessed

In its operations, DNA takes into account the options available for adjusting to currently prevailing effects of climate change. To this end, DNA assessed its climate risks already in the autumn of 2013, covering effects of phenomena such as rainstorms and floods on DNA's operations as well as the business impact and opportunities created by regulation and changes in consumer behaviour.

# RESPONSIBLE PROCUREMENT PRACTICES UPDATED

DNA applies responsibility throughout the value chain from infrastructure investments and purchases to the final product and service delivered to the customer.

DNA applies responsibility throughout the value chain from infrastructure investments and purchases to the final product and service delivered to the customer.

Over the past years, the company has enhanced responsibility in the supply and delivery chains and has also taken into account the needs of end users as regards the recycling of mobile devices, for example.

DNA specified the processes of responsible procurement in more detail in 2016. The entire procurement department was involved in the work. The detailed specifications were mostly related to the categorisa-

tion of suppliers and subcontractors, risk assessment, requirement setting and monitoring. Updated practices will be adopted gradually during 2017.

DNA also expects its partners to take economic, environmental and social responsibility into consideration in their operations. DNA enforces a Supplier Code of Conduct. The Code is added to all new supplier agreements and also applies to the supplier's subcontractors. The Supplier Code of Conduct was updated in 2016.

### Recycling of materials

Recyclable materials recovered from mobile devices find a new life in products such as musical instruments, garden furniture, traffic safety products and jewellery.

### Safe disposal

When your old mobile device is no longer of use to you, bring it to your nearest DNA Store, where our experts dispose of it safely and responsibly without burdening the environment.

### Responsibility in the supply chain

The mobile device starts its journey at a factory, from where it is transported overseas to a DNA Store. We emphasise responsibility and ethical operations in the supply chain and calculate logistics emissions.

### Expert advice

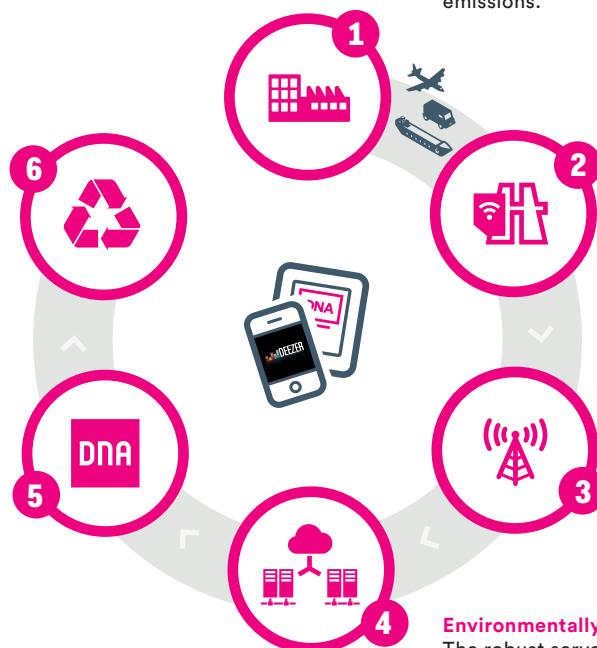
At the DNA Store, our customer service experts help you find the right product for you. In addition to voice and data subscriptions, we also provide entertainment services, such as DNA TV subscriptions and the Deezer music service.

### Energy-efficient networks

DNA's networks provide reliable, extensive and fast connections – both at home and on the move. DNA has systematically improved the energy efficiency of its network by upgrading the base stations and radio network, for example.

### Environmentally friendly data centres

The robust servers that live in DNA's data centres make sure that you can easily access the services you need over DNA's networks. Thanks to district cooling, DNA's new, environmentally friendly data centre will be practically emission-free.





## DNA ENGAGES IN ACTIVE STAKEHOLDER DIALOGUE

In addition to high standards of customer service, cooperative networking with other businesses, relationships with partners and support for non-profit causes form part of DNA's broad stakeholder interaction.

DNA Customer Panel gives customers a voice. The internet-based panel is an important interaction channel for consumer customers. It provides DNA with quick feedback and information on their opinions, expectations and values.

### Transparent advocacy

The principles according to which DNA uses social influence stem from the company's values and Code of Conduct. The aim is to establish open two-way communication between decision-makers and DNA. The objectives of social influence are based on DNA's business strategy and business objectives.

The communication is also a means of disseminating information to provide a balanced view of benefits as well as possible challenges or problematic areas. The dialogue is respectful of the view of the other party, such as a decision-maker, as well as the views of other stakeholders.

DNA has joined the EU Transparency Register. The Transparency Register, or lobbyist register, has been introduced to answer basic questions such as these: what interests are being represented at EU level, who represents those interests and with what budgets. The register is jointly maintained by the European Parliament and the European Commission.

A photograph of two young girls sitting together on a white, fluffy rug. The girl on the left has blonde hair and is wearing a red button-down shirt. The girl on the right has dark hair and is wearing a light blue shirt. They are both looking intently at a tablet computer held by the girl on the right. A pink banner with the text 'TEAM OF TOP EXPERTS' is overlaid on the top of the image.

TEAM OF TOP EXPERTS

## GREAT EMPLOYEE SATISFACTION

DNA aims to be one of the most desired employers in Finland. DNA's competitiveness is based on a team of top experts that has a dedicated and qualified person for every task.

High employee satisfaction is one of the key indicators that DNA is committed to. DNA participated in the Great Place to Work (GPTW) survey for the third time in 2016. The survey measures employee satisfaction and the company's employer image.

The Trust Index that measures employee satisfaction at DNA improved again. In total, 81% of DNA's employees considered DNA as a good workplace (78% in 2015). Results improved across the board for the organisation as a whole and only two statements in the survey got the same score as in 2015.

According to the survey, DNA's strengths as an employer again included flexibility, autonomy, equal treatment of employees and friendly atmosphere at work. The employees also felt that their contribution is important and that they can freely be themselves.

Suggestions for improvements included, for example, that the company management could keep employees better up to date on current topics and provide better opportunities for career advancement for those who deserve it. Some of the areas with the lowest results in 2015 improved almost 10% in 2016. Improvements were achieved in areas including the way the management

involves employees in decision-making and seeks suggestions and ideas from them.

In 2016, 1,380 (1,373) DNA employees participated in the Great Place to Work survey, achieving a very good response rate of 83% (79%).

DNA specified further action to improve employee satisfaction and employer image based on the results.

### **Genuine method of working improves work-life balance**

DNA's Genuine method of working is based on trust and flexibility, and has proved very successful. Using mobile workstations, the employees decide independently where they work without discussing this with their supervisor. The method changes not only the working environment but also the working culture, and DNA's employees have welcomed this change enthusiastically.

They especially value the increased flexibility in the management of their work and personal lives. They also reported being more effective and less stressed. Most DNA employees take advantage of the flexibility by working at home.

DNA aims to implement the Genuine method of working at all facilities (except customer service) during 2017.

The opportunity to work remotely was gradually introduced in Consumer Customer Service in 2016. Corporate Customer Service personnel has worked remotely with good results since 2015. For example employee satisfaction has developed favourably in these functions.

#### **DNA PARTICIPATES IN A FAMILY-FRIENDLY WORKPLACE PILOT**

In January 2016, DNA announced that it will participate in the Family-Friendly Workplace programme of the Family Federation of Finland, which aims to support well-being at work by providing companies and communities with tools for promoting the development of family-friendly practices. These practices improve job satisfaction and productivity at the workplace.

DNA's Consumer and Corporate Customer Service personnel are participating in the pilot project, because due to its nature, their work still involves a lot of work that has to be done at the office at a certain time. By participating in the pilot project, DNA wants to identify the best family-friendly working methods for customer service employees to support personnel well-being and customer satisfaction.

The most important development areas implemented include expanding remote working to Consumer Customer Service personnel and piloting a flexitime system in Corporate Customer Service.

### **Support for supervisors' individual development**

In 2016, DNA focused on supporting, developing and harmonising supervisors' leadership practices. Two development programmes were implemented, one on people management and another on labour law and collective agreements and related company practices at DNA. All DNA supervisors participate in the programmes.

DNA's supervisor coaching programme provides ongoing support for supervisors' professional and personal development. In 2016 DNA had 16 supervisor coaches, 11 of whom started working towards the Associate Certified Coach (ACC) certification granted by ICF.

For several years now, both DNA Plc and DNA Store employees have had the opportunity to enrol in the JET qualification programme in leadership training. By the end of 2016, 130 persons in total had participated in the programme, 64 of which have acquired the qualification and seven having completed a partial qualification. DNA Store employees also have the opportunity to work towards a specialist qualification in commerce through apprenticeship training. The first group of students consisted of 14 students and four of them have completed a partial qualification.

### **DNA employees develop their working community**

Development of the working community continued with the "Paras duuni" ("best job") initiative in 2016. During the spring, practically all DNA employees participated in the working groups to discuss the theme of "One, unified DNA".

Peers selected among DNA employees led the work of the groups, putting on a small competition for example. The groups discussed how their working community could be developed, as well as the role and responsibility of each individual in achieving common goals. Finally, each employee wrote their own development plan, which they will review annually with their supervisor.

Previous "Paras duuni" themes include a stronger winning team and emphasis on the customer.

# DNA PROMOTES WELL-BEING AT WORK



## REWARDING TRAINEESHIP REQUIRES CLEAR TARGETS AND SUPPORT

I got a summer job as a Service Advisor in the Corporate Customer Service in Lahti in 2015. I enjoyed the work and, over the academic year, continued as a part-time employee to help out during peak periods. I study environmental technology at the Lahti University of Applied Sciences, majoring in energy efficiency and emissions. In the spring of 2016, it was time to make decisions on the traineeship included in my degree. My supervisor suggested a trainee opportunity in corporate responsibility.

I secured a paid one-month traineeship in the unit responsible for DNA's corporate responsibility in Helsinki. The main objective of our project was to develop CO<sub>2</sub> emission calculation at DNA.

My traineeship was very successful thanks to good initial target setting and careful planning. Mobile work, tight schedules and many interesting tasks made time fly. With DNA's Genuine method of working, I could make good use of time and work while commuting by rail.

In my opinion, the upsides of working at DNA include dynamic organisation and team spirit. I was able to follow my interests, learn new skills, meet new people and make new friends while contributing to the development of DNA.

**Juho Hilden**, Lahti

DNA promotes the well-being of its personnel with, for example, the Edenred Duo card, which provides exercise opportunities for the personnel, and by organising different activity clubs. The quit smoking campaign, which was organised with occupational health and safety continues.

DNA provides employees with a wide selection of healthcare and medical services in excess of the level required by law. DNA personnel can avail themselves of health services provided by, for example, specialists, gynaecologists, occupational physiotherapists and psychologists. DNA also offers its employees an extensive accident insurance for recreational activities.

Focus areas in the further development of well-being at DNA in 2016 included the development of team skills, improving well-being at work in Consumer Customer Service through "Hyvinvointia rakennetaan yhdessä", or "HYRY" ("Building well-being together") initiatives and different company-wide campaigns. DNA's HR experts were also actively available at different premises in Finland throughout the year.

DNA Peers also continued to be active in 2016. They participated in the organisation of various events, such as children's summer parties, Christmas parties for personnel, a theme month focusing on cleaning and recycling as well as a theme week on positive attitude to support positive working culture at DNA.

## Leadership practices embrace diversity

DNA is a member of FIBS's Diversity Charter Finland. DNA was among the first members to sign the Diversity Charter, and has been an active participant in the diversity charter network.

Diversity is a tangible part of everyday leadership at DNA. It is included in the company's view of what constitutes good leadership, alongside the principles of

## OCTOBER WAS A MONTH OF KONMARI AT DNA

October 2016 was a KonMari theme month at DNA, focusing on cleaning, sorting and recycling. The “Puts plank” initiative was inspired by the popular KonMari approach to tidying up, according to which organising and de-cluttering release energy and improve one’s quality of life – and naturally also job satisfaction.

During the theme month, DNA facilities organised days for tidying up and recycling. In addition, there was a photo competition to reward good daily deeds.

The initiative reminded employees about the importance of tidiness and recycling to well-being at work and environmentally friendly operations.

equality, non-discrimination and respect for and utilisation of different skill sets.

By signing the Diversity Charter, DNA is committed to providing equal opportunities for its employees and customers, identifying and recognising their individual skill sets and needs, managing employees and customers in a fair, encouraging and productive way, and communicating about its objectives and achievements to them.

Deeper customer understanding is also an important area in DNA’s diversity vision. A diverse and pluralistic working community helps DNA understand customer needs in different segments.

DNA’s objectives in diversity management include:

- Enhanced employee recognition and commitment to improving reputation as a good employer
- Increasing the value of the company in the long term

DNA hosted the annual Diversity Charter Finland seminar in the spring of 2016. Themes included working life taboos from immigration to sexual minorities and religion.

## We adhere to our Code of Conduct and legislation

As an employer, DNA adheres to national legislation and the principles of the ILO Declaration on Fundamental Principles and Rights at Work, the UN Convention of the Rights of the Child, legislation on minimum wage and working hours as well as general environmental, health and safety requirements. These are taken into consideration in DNA Group’s Code of Conduct, which applies to all employees. The company expects its suppliers and subcontractors to operate according to these principles and has appended a Supplier Code of Conduct to its procurement and logistics agreements.

DNA launched an anonymous notification channel in 2016 for reporting concerns about unethical or unlawful behaviour. The notifications are processed by DNA’s Whistle Blowing group, which consists of DNA’s Senior Vice President, Legal Affairs, Senior Vice President, Human Resources, Fraud Manager and Legal Counsel, Employment and Legal Counsel, Employment Law.

## DNA’S DIVERSITY VISION

### INCREASED CUSTOMER SATISFACTION

The customer is at the core of our strategy: we aim to have the most satisfied customers. For DNA’s business, it is important to deepen customer understanding continuously, whereas a diverse working community helps create these types of skills and, in the long term, leads to increased customer satisfaction.

### MORE VERSATILE EXPERTISE

We aim to be one of the most desired employers in Finland. Versatile top expertise is a critical success factor for DNA: we must be able to understand the needs of the changing society from the point of view of different target groups and to provide an offering that meets these needs.

### NEW WAYS OF WORKING AND THINKING EXPAND

We develop new, more effective ways of working digitally – for ourselves and our customers. We want to lead the way to better working life in Finland. We aim to attract versatile expertise to stay ahead of the curve in a rapidly changing industry. As an organisation and as individuals, we must learn continuously to remain competitive in a tough environment.

# REPORTING ACCORDING TO GRI GUIDELINES

As in previous years, DNA continued to report on corporate responsibility according to the Global Reporting Initiative reporting model in 2016. This is DNA's seventh GRI report. With a reporting period of one calendar year, DNA publishes this GRI-compliant corporate responsibility report annually with the annual report. The previous report was published on 6 March 2016. DNA adopted the GRI G4 guidelines in 2014, and this is DNA's third G4-compliant corporate responsibility report.

DNA's corporate responsibility reporting is based on the guidelines, principles and calculation methods

specified by GRI. It includes the data for DNA Plc, including DNA Store Ltd. Any deviations from or changes to the calculation limits are mentioned with each indicator. Similarly, any changes in measurement methods are mentioned with each indicator.

The reporting is steered by the materiality analysis, which gives consideration to business objectives and stakeholder expectations. The materiality analysis was performed in 2014. The analysis of material aspects was based on how they affect DNA's ability to create added value with its business. As a result of the analysis, material aspects were specified as follows:

Requirement	More effective and competitive DNA	Added value to stakeholders
<ul style="list-style-type: none"> <li>■ Privacy and data security</li> <li>■ Adhering to ethical business principles</li> <li>■ Electronic waste</li> <li>■ Responsible purchasing</li> </ul>	<ul style="list-style-type: none"> <li>■ Using and developing environmentally friendly solutions</li> <li>■ Online safety of young users</li> <li>■ Economic benefits to stakeholders and the society</li> <li>■ Service availability</li> </ul>	<ul style="list-style-type: none"> <li>■ Investments in networks and the society</li> <li>■ Customer satisfaction and customer service</li> <li>■ Good employer</li> </ul>

DNA utilises the materiality analysis in its corporate responsibility work, including target setting, activities and reporting.

The GRI indicators in this report have been reviewed by the Board of Directors' Audit Committee. DNA's Sustainability Manager is responsible for the future development of reporting.

# ENVIRONMENTAL INDICATORS

## DEVELOPMENT OF DNA'S EMISSIONS, TOTAL TCO<sub>2</sub>\*

	2016**	2015	2014	2013
Emissions, total	199,647	207,886	226,720	180,200

\* Indicator includes Scope 1, 2 and 3 emissions.

\*\* In 2016, the emission factors used for the calculation of Scope 2 emissions changed slightly from 2012–2015 as a result of the implementation of a new emission calculation system. The effect of the change on total emissions is approximately 2 per cent.

## EN15 – DIRECT GREENHOUSE GAS EMISSIONS (SCOPE 1) (TCO<sub>2</sub>)

	2016	2015	2014	2013	2012
Direct greenhouse gas emissions	593	662	835	1,104	569

## EN16 – INDIRECT GREENHOUSE GAS EMISSIONS (SCOPE 2) (TCO<sub>2</sub>)

	2016*	2015*	2014	2013	2012
Indirect greenhouse gas emissions	9,008**	29,707	30,101	28,846	25,863

\* Energy consumption for 2015 and 2016 includes the electricity consumption of the radio network of Suomen Yhteisverkko Oy. DNA owns 49 per cent of Suomen Yhteisverkko Oy shares.

\*\* DNA monitors emissions from energy consumption with the market-based approach, which takes into account e.g. the Guarantees of Origin obtained by DNA. DNA's location-based emissions totalled 29,037 tCO<sub>2</sub>, based on the specific carbon dioxide emissions from electricity production in Finland.

## REPORTING (GRI)

### EN17 – OTHER INDIRECT GREENHOUSE GAS EMISSIONS (SCOPE 3) (TCO<sub>2</sub>)

	2016	2015	2014	2013	2012
Scope 3, business travel*	993	853	743	616	721
Scope 3, total**	190,046	177,516	195,784	150,250	N/A

\* Business travel emissions are included in the total emissions figure for 2013, 2014, 2015 and 2016.

\*\* Scope 3 emission calculation was expanded and made more detailed in 2013. The calculation method is based on the Greenhouse Gas Protocol Corporate Value Chain (Scope 3) Accounting and Reporting Standard published in the spring of 2013.

### EN18 – RADIO NETWORK EMISSIONS IN PROPORTION TO ANNUAL RADIO NETWORK DATA TRANSFER VOLUMES (TCO<sub>2</sub>/TB)\*

	2016	2015	2014	2013
Radio network emissions in proportion to annual radio network data transfer volumes	0.02	0.14	0.26	0.39

\* Indicator includes Scope 1, 2 and 3 emissions

### EN18 – DNA'S EMISSIONS IN PROPORTION TO NET SALES (TCO<sub>2</sub>/MEUR)\*

	2016	2015	2014	2013
Emissions in proportion to net sales	232	251	272	235

\* Indicator includes Scope 1, 2 and 3 emissions

### EN4 – ENERGY CONSUMPTION OUTSIDE OF THE ORGANISATION (TJ)

	2016	2015	2014
Total energy consumption outside of the organisation in terajoules*	1.3	1.4	1.3

\* Information on energy consumption outside of the organisation is collected on a limited scope for EN17/Scope 3 calculation. This indicator includes the energy consumption during usage of products and services sold by DNA, which is the same as in indicator EN17, i.e. Google office communications service. Energy consumption has been calculated based on the average consumption information provided by Google.



## EN3 – ENERGY CONSUMPTION WITHIN THE ORGANISATION (TJ)

	2016*	2015	2014	2013	2012
<b>Total consumption of non-renewable fuels**:</b>					
- Diesel and gasoline	6.2	7.2	6.6	6.3	6.3
- Fuel oil	1.0	1.2	1.4	1.5	1.6
<b>Consumption of renewable fuels</b>					
Electricity consumption	521.9	422.9	367.5	355.0	346.0
Heat consumption	16.1	21.6	15.9	21.0	19.0
Cooling consumption	4.0	3.5	N/A	N/A	N/A
Steam consumption	0.0	0.0	0.0	0.0	0.0
Energy sales	0.0	0.0	0.0	0.0	0.0
<b>Total energy consumption</b>	<b>549.2</b>	<b>456.3</b>	<b>391.5</b>	<b>383.8</b>	<b>373.0</b>

\* Energy consumption for 2015 and 2016 includes the electricity consumption of the radio network of Suomen Yhteisverkko Oy. DNA owns 49 per cent of Suomen Yhteisverkko Oy shares.  
 \*\* The calculation presumes that fuel used by DNA's vehicles is from non-renewable sources.

## EN23 – TOTAL WEIGHT OF WASTE BY TYPE AND DISPOSAL METHOD (TONNES)\*

	2016***	2015	2014	2013	2012
Hazardous waste, total**	18	8	26	6	14
Other waste, total	867	540	698	510	703
Recyclable waste	799	478	531	398	N/A
Combustible waste	44	37	121	80	N/A
Disposable waste	25	25	46	32	N/A
<b>Total, all waste</b>	<b>885</b>	<b>548</b>	<b>724</b>	<b>516</b>	<b>717</b>

\* Waste reporting is based on data received from the waste operators.

\*\* Accurate information in terms of processing hazardous waste was not available. Hazardous waste consists mostly of lead-acid batteries, the materials of which are recycled (lead, chemicals) or combusted in energy production facilities (plastic).

\*\*\* In 2016, the emission factors used for the calculation of waste reporting changed slightly from 2012–2015 as a result of the implementation of a new emission calculation system. The effect of the change on total emissions is approximately 0.05 per cent. In 2016, the amount of recyclable waste increased due to technology made redundant in the construction of mobile network.

# SOCIAL RESPONSIBILITY INDICATORS

## TYPES OF EMPLOYMENT CONTRACT

Type of employment contract	2016	2015	2014	2013	2012
Open-ended	1,644	1,626	1,710	1,537	1,403
Fixed-term	24	48	29	26	24
Total	1,668	1,674	1,739	1,563	1,427

## TYPE OF EMPLOYMENT

Type of employment	2016	2015	2014	2013	2012
Full-time	1,590	1,636	1,651	1,468	1,336
Part-time	78	38	88	95	91
Total	1,668	1,674	1,739	1,563	1,427

## GENDER STRUCTURE

By gender	2016	2015	2014	2013	2012
Women	683	676	1,022	668	611
Men	985	998	717	895	816
Total	1,668	1,674	1,739	1,563	1,427

## AGE STRUCTURE

By age group	2016*	2015	2014	2013	2012
< 25	2%	3%	5%	5%	6%
25-35	30%	31%	31%	32%	31%
36-45	36%	35%	32%	32%	31%
46-55	22%	22%	22%	22%	23%
56-63	9%	9%	9%	8%	9%
> 63	1%				
<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

\* DNA Group redefined the age groups in 2016, and they differ slightly from previous years.

## SHARE OF WOMEN (%) PER PERSONNEL GROUP

Personnel groups include women as follows:	2016	2015	2014	2013	2012
Of management	26%	24%	30%	21%	25%
Of managerial employees	27%	26%	25%	26%	25%
Of administrative employees	47%	47%	48%	49%	36%
Of service and production employees	0%	0%	3%	6%	15%

# GRI CONTENT INDEX

GRI	Indicator	Reference	External assurance
<b>General standard disclosures</b>			
<b>Strategy and analysis</b>			
G4-1	CEO's review	CEO's review	-
G4-2	Description of key impacts, risks and opportunities	CEO's review, Operating environment, Strategy, Board of Director's report	Financial Statements and Board of Directors' Report have been audited
<b>Organisational profile</b>			
G4-3	Name of the reporting organisation	DNA Plc	-
G4-4	Primary brands, products and services	Primary brand is DNA. For products and services, see Year 2016 and Business.	-
G4-5	Location of organisation's headquarters	Consolidated financial statements: Note 1 The Group in brief	Financial Statements and Board of Directors' Report have been audited
G4-6	Number of countries where the organisation operates, and names of countries where either the organisation has significant operations or that are specifically relevant to the sustainability topics covered in the report	Almost 100 per cent of DNA's operations occur in Finland. Finnish operations are supported by some sales and service employees in other countries. See DNA's subsidiaries in notes to the consolidated financial statements, 31 Related party transactions.	Financial Statements and Board of Directors' Report have been audited
G4-7	Nature of ownership and legal form	DNA in figures. See Shares and shareholders in the financial statements.	Financial Statements and Board of Directors' Report have been audited
G4-8	Markets served	Almost 100 per cent of DNA's operations occur in Finland. Finnish operations are supported by some sales and service employees in other countries. See DNA's subsidiaries in notes to the consolidated financial statements, 31 Related party transactions.	Financial Statements and Board of Directors' Report have been audited
G4-9	Scale of the organisation	Number of personnel 31 Dec 2016: 1,668	Financial Statements and Board of Directors' Report have been audited
G4-10	Total number of employees by employment contract, region and gender	On 31 December 2016, DNA Group employed 1,668 people, 1,644 of which had open-ended contracts and 24 had fixed-term contracts. 1,590 worked full time and 78 part time. Social responsibility indicators	-
G4-11	Percentage of employees covered by collective bargaining agreements	All DNA Group staff are covered by the applicable collective bargaining agreements specific to each employee category. Service and production employees are covered by the collective agreement in the energy-ICT-networks sector, and administrative and managerial employees by the collective agreement for salaried and senior salaried employees in the ICT sector.	-
G4-12	Description of the organisation's supply chain	Supply chain	-
G4-13	Significant changes during the reporting period regarding the organisation's size, structure, ownership, or its supply chain	Board of Directors' Report	Financial Statements and Board of Directors' Report have been audited
G4-14	Explanation of whether and how the precautionary principle is applied	Risk management	-

G4-15	Endorsement of externally developed economic, environmental and social charters, principles or other initiatives	In autumn 2010, DNA signed the Finnish Code of Conduct for Safer Mobile Use by Younger Teenagers and Children as well as the European Framework for Safer Mobile Use (SMF) by younger teenagers and children. In 2012, DNA signed the Finnish Diversity Charter and joined the Diversity Charter Finland. In 2015, DNA joined the EU Transparency Register.	-
G4-16	Memberships in associations and advocacy organisations	DNA is a member of Groupe Speciale Mobile Association (GSMA), the Finnish Federation for Communications and Teleinformatics (FiCom), the Service Sector Employers PALTA, Amcham Finland, Association of Finnish Advertisers, IAB Finland, Data & Marketing Association of Finland (DMA Finland/ASML) and the Helsinki Region Chamber of Commerce. DNA is also a member of Corporate Responsibility Network FIBS and Diversity Charter Finland. DNA engages in active communication with various authorities and political decision-makers. Stakeholder relations	-

#### Identified material aspects and boundaries

G4-17	Entities included in the organisation's consolidated financial statements	Business. See also Development per business segment and notes to the consolidated financial statements: 16 Investments in associates and 31 Related party transactions.	Financial Statements and Board of Directors' Report have been audited
G4-18	Process for defining report content	DNA has determined the contents of its 2016 CR report according to the GRI G4 materiality process. The materiality analysis was performed in 2014. Reporting (GRI)	-
G4-19	Material aspects	DNA has determined the contents of its 2016 CR report according to the GRI G4 materiality process. The materiality analysis was performed in 2014. Reporting (GRI)	-
G4-20	Aspect boundary within the organisation	Internal boundary: For economic and social responsibility reporting, the scope is DNA Group. The boundary is specified by DNA Group's financial reporting. This is why DNA's corporate responsibility reporting for 2016 includes the electricity consumption of the radio network of Suomen Yhteisverkko Oy. DNA Ltd owns 49 per cent of Suomen Yhteisverkko Oy shares. DNA's financial reporting for 2016 includes 44 per cent of Suomen Yhteisverkko Oy's figures. Correspondingly, the corporate responsibility reporting includes 44 per cent of the electricity consumption of the radio network of Suomen Yhteisverkko Oy.	-
G4-21	Aspect boundary outside the organisation	Internal boundary: For economic and social responsibility reporting, the scope is DNA Group. The boundary is specified by DNA Group's financial reporting. This is why DNA's corporate responsibility reporting for 2016 includes the electricity consumption of the radio network of Suomen Yhteisverkko Oy. DNA Ltd owns 49 per cent of Suomen Yhteisverkko Oy shares. DNA's financial reporting for 2016 includes 44 per cent of Suomen Yhteisverkko Oy's figures. Correspondingly, the corporate responsibility reporting includes 44 per cent of the electricity consumption of the radio network of Suomen Yhteisverkko Oy.	-

## REPORTING (GRI)

G4-22	Explanation of the effect of any re-statements of information provided in earlier reports	Any deviations from or changes to the calculation limits are mentioned with each indicator. See Reporting (GRI).	-
G4-23	Significant changes from previous reporting periods in the scope and aspect boundaries.	Any deviations from or changes to the calculation limits are mentioned with each indicator. See Reporting (GRI).	-

### Stakeholder engagement

G4-24	List of stakeholder groups engaged by the organisation	DNA's important stakeholders include customers, shareholders, investors and analysts, personnel, subcontractors and partners, civic organisations, authorities and political decision-makers, the media, financial and insurance markets, labour market organisations and other organisations as well as competitors. Stakeholder relations	-
G4-25	Basis for identification and selection of stakeholders with whom to engage	Stakeholders have been specified as part of updating the materiality analysis. DNA's important stakeholders include customers, personnel, shareholders, investors, analysts, subcontractors, civic organisations, authorities and political decision-makers, the media, financial and insurance markets, labour market organisations and other organisations as well as competitors. Stakeholder relations	-
G4-26	Approaches to stakeholder engagement	Customer, Stakeholder relations	-
G4-27	Key topics and concerns that have been raised through stakeholder engagement	Reporting (GRI)	-

### Report profile

G4-28	Reporting period	The GRI report is published annually with the Annual Report.	-
G4-29	Date of the most recent previous report	6 March 2016	-
G4-30	Reporting cycle	Annually	-
G4-31	Contact point for questions regarding the report or its contents	Contacts (under GRI)	-
G4-32	GRI content index	GRI content index	-
G4-33	Policy and current practice with regard to seeking external assurance for the report	DNA's corporate responsibility report 2016 has not been subjected to external assurance. DNA Plc's auditor has audited the Financial Statements and Board of Director's Report.	-

### Governance

G4-34	Governance structure and committees	Corporate Governance Statement	-
G4-35	Division of responsibilities	Corporate responsibility at DNA	-
G4-36	Executive-level positions with responsibility for economic, environmental and social topics	Corporate responsibility at DNA, Contacts (under GRI)	-
G4-37	Processes for consultation between stakeholders and the highest governance body	Shareholders exercise their shareholder power in the General Meeting. DNA's Board of Directors does not have an employee representative. Personnel representatives attend meetings of the Extended Executive Team. See Corporate Governance Statement.	-
G4-38	Composition of the highest governance body and its committees	Corporate Governance Statement	-

G4-39	The Chairman of the Board's role in the organisation	The Chairman of DNA Plc's Board of Directors is not an executive officer. See Board of Directors and Members of the Board of Directors.	-
G4-40	Nomination and selection processes for the Board of Directors and its committees	See Board of Directors for information on the nomination and selection process of Board and committee members.	-
G4-41	Processes for the highest governance body to ensure conflicts of interest are avoided	As stipulated by law, a member of the Board of Directors shall be disqualified from the consideration of a matter that involves a conflict of interest. See Board of Directors.	-
G4-42	The Board of Directors' role in setting purpose, values and strategy	Strategy, Corporate Governance Statement	-
G4-44	Board of Directors' performance evaluation	The Board of Directors carries out an internal self-evaluation of its operations once per year. The self-evaluation started in 2016 and the report will be completed in 2017.	-
G4-45	Board of Directors' role in the identification and management of risks	The Board of Directors monitors DNA's corporate responsibility performance according to the same principles that apply to the monitoring of DNA's other operations. See Board of Directors and Risk management.	-
G4-46	Board of Director's role in reviewing the effectiveness of the organisation's risk management processes	The Board of Directors monitors the effectiveness of DNA's risk management process according to the same principles that apply to the monitoring of DNA's other operations. See Board of Directors, Corporate responsibility at DNA and Risk management.	-
G4-47	Risk assessment frequency	The Board of Directors monitors the effectiveness of DNA's risk management process according to the same principles that apply to the monitoring of DNA's other operations. See Board of Directors, Corporate responsibility at DNA and Risk management.	-
G4-48	Highest committee or position that formally reviews and approves the sustainability report	Corporate responsibility at DNA	-
G4-49	Process for communicating critical concerns	Critical corporate responsibility concerns are communicated to the Board of Directors.	-
G4-50	Critical concerns reported to the Board of Directors	No concerns specific to corporate responsibility have been reported during the reporting period.	-
G4-51	Remuneration policies for the Board of Directors and senior executives	DNA's compensation principles do not specify a linkage between the organisation's responsibility performance and compensation for members of the Board of Directors and senior executives. For more details on compensation, see the following notes to the consolidated financial statements: 13 Earnings per share and 9 Employment benefits and number of personnel. See also Governance – Compensation.	Financial Statements and Board of Directors' Report have been audited
G4-53	Details on how stakeholders' views are sought and taken into account regarding remuneration, including the results of votes on remuneration policies and proposals, if applicable.	Shareholders exercise their shareholder power in the General Meeting. DNA's Board of Directors does not have an employee representative. Personnel representatives attend meetings of the Extended Executive Team. See Corporate Governance Statement and Compensation.	-
<b>Ethics and integrity</b>			
G4-56	Values and principles	Strategy, Corporate responsibility at DNA, Customer	-

## REPORTING (GRI)

G4-58	Mechanisms for reporting concerns about unethical or unlawful behaviour, and matters related to organisational integrity	<p>DNA's employees are guided by DNA Group's Code of Conduct. It specifies the Group's values, operating methods and communication channels and also the action to be taken when questions arise. The Code of Conduct is the upper-level guideline, which is specified in more concrete terms in the company's operating policies. DNA's Board of Directors approves the Code of Conduct, which is updated every other year or so. DNA's updated Code of Conduct was launched in 2016.</p> <p>DNA's Code of Conduct instructs employees to report any concerns about unethical or unlawful behaviour to a supervisor, HR or the legal department. DNA also launched an anonymous notification channel in 2016 for reporting concerns about unethical or unlawful behaviour. The notifications are processed by DNA's Whistle Blowing group, which consists of DNA's Senior Vice President, Legal Affairs, Senior Vice President, Human Resources, Fraud Manager and Legal Counsel, Employment Law.</p>	-
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### Specific standard disclosures

#### Management approach

	Disclosure of Management Approach (DMA)	Corporate responsibility at DNA, Contacts (under GRI)	-
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#### Economic responsibility

G4-EC1	Direct economic value generated and distributed	See DNA's economic impact on its operating environment, Society. For more information, see consolidated income statement.	Financial Statements and Board of Directors' Report have been audited
G4-EC2	Financial implications and other risks and opportunities for the organisation's activities due to climate change	DNA conducted a large-scale climate change risk assessment in the autumn of 2013. See: Climate, Environmental indicators	-
G4-EC3	Coverage of the organisation's defined benefit plan obligations	Notes to the consolidated financial statements: 2 Accounting principles and 24 Defined benefit plan	Financial Statements and Board of Directors' Report have been audited
G4-EC4	Significant financial assistance received from the government	In 2016, DNA did not receive financial assistance from the government.	-
G4-EC7	Development and impact of infrastructure investments and services supported	Society, Network infrastructure	-
G4-EC9	Proportion of spending on local suppliers at significant locations of operation	Currently, DNA does not collect data regarding proportion of spending on local suppliers at significant locations.	-

#### Environmental

G4-EN3	Energy consumption within the organisation	Climate, Environmental indicators	-
G4-EN4	Energy consumption outside the organisation	Climate, Environmental indicators	-
G4-EN15	Direct greenhouse gas (GHG) emissions (Scope 1)	Environmental indicators	-
G4-EN16	Indirect greenhouse gas (GHG) emissions (Scope 2)	Environmental indicators	-
G4-EN17	Other indirect greenhouse gas (GHG) emissions (Scope 3)	Environmental indicators	-
G4-EN18	Greenhouse gas (GHG) emissions intensity	Environmental indicators	-
G4-EN23	Total weight of waste by type and disposal method	Environmental indicators	-
G4-EN27	Extent of impact mitigation of environmental impacts of products and services	Supply chain, Climate, Environmental indicators	-



G4-EN32	Percentage of new suppliers that were screened using environmental criteria	<p>DNA's supplier agreements include the Supplier Code of Conduct according to which suppliers agree to adhere to environmental legislation and regulations. Supplier Code of Conduct was included in a significant proportion of new procurement and logistics agreements signed in 2016. The exact percentage is not currently available.</p> <p>The Supplier Code of Conduct is based on the UN Declaration on Human Rights and the ILO Declaration on Fundamental Principles and Rights at Work. Environmental responsibility considerations are also included. The Supplier Code of Conduct also applies to the suppliers' subcontractors.</p>	-
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### Social responsibility

G4-LA1	Total number and rates of new employee hires and employee turnover by age group, gender and region	DNA Group's rate of employee turnover was 7.0 per cent in 2016. (In 2015, the rate was 11.1 per cent). The figure does not include fixed-term employment contracts or internal transfers.	-
G4-LA2	Benefits provided to full-time employees that are not provided to temporary or part-time employees, by significant locations of operations	DNA Plc provides the same benefits to all employees, regardless of employment type. The benefits and policies of DNA's sales organisation, DNA Store Ltd, apply to all DNA Store employees regardless of employment type.	-
G4-LA4	Minimum notice periods regarding operational changes, including whether these are specified in collective agreements	During operational changes, DNA has observed the minimum notice periods for the applicable collective agreements.	-
G4-LA5	Percentage of total workforce represented in formal joint management-worker health and safety committees that help monitor and advise on occupational health and safety programs	DNA Plc has a statutory labour protection committee that consists of regional labour protection delegates. The committee members include five labour protection delegates, including DNA Store delegate, and the labour protection officer. The committee has quarterly meetings.	-
G4-LA6	Type of injury and rate of injury, occupational diseases, lost days, and absenteeism, and total number of work-related fatalities, by region and by gender	The Group-level relative rate of absenteeism was 4.7 per cent in 2016 (4.9 per cent in 2015). There were no work-related fatalities. There were 22 work time injuries (20 in 2015) and 22 days were lost due to work-related reasons (22 in 2015). 68 per cent of the work time injuries occurred on the way to or from work.	-
G4-LA8	Health and safety topics covered in formal agreements with trade unions	DNA believes that statutory labour protection activities in Finland cover LA8 requirements. DNA's labour protection committee 2016 has one labour protection delegate per area (four in total), a labour protection officer as well as representatives from office and human resource management. The committee meets once a quarter. A typical agenda includes reviewing areas such as accident, sick leave and overtime statistics, and dealing with possible occupational safety issues, for example, based on feedback from employees.	-
G4-LA9	Average hours of training per year per employee per gender, and by employee category	Average hours of training/employee for men/women in 2016: DNA Plc: senior salaried employees 17/24, salaried employees 12/12, workers -/-, managers 36/21. DNA Welho Ltd: senior salaried employees 17/18, salaried employees 14/11, workers -/5, managers -/60. DNA Store Ltd: senior salaried employees -/16, salaried employees 5/9, workers -/-, managers -/14. Average/personnel, entire Group: 15	-

## REPORTING (GRI)

G4-LA10	Programmes for skills management and lifelong learning that support the continued employability of employees and assist them in managing career endings	By the end of 2016, eight groups of employees have participated in the JET qualification programmes in leadership training, some 130 participants in total, of whom 64 have completed the programme and seven have a partial qualification. Two groups from DNA Store Ltd completed the qualification programme in store supervision (some 20 participants) and a group of DNA customer service employees have completed a further qualification in sales (10 participants). In total, 14 persons are working towards a specialist qualification in commerce, four of whom have a partial qualification.	-
G4-LA11	Percentage of employees receiving regular performance and career development reviews	DNA Ltd and DNA Welho Ltd have conducted performance reviews with all permanently employed persons, agency employees and fixed-term employees not on leave throughout the organisation. DNA has replaced quantitative development reviews with qualitative reviews: employee satisfaction with development discussions was assessed with a survey in May. DNA Store Ltd has replaced performance and development reviews with regular personal discussions between employees and their supervisors. The objective of these discussions is to review the employee's role, assess whether they have met the objectives set for the previous year, set new objectives, make sure the employee understands what is expected of them and give feedback on their performance. Objective setting and development review supports the role of each employee in strategy implementation. Sales-related performance reviews are organised as required. These reviews focus on the development of skills and competence.	-
G4-LA12	Composition of governance bodies and breakdown of employees per employee category according to gender, age group, minority group membership, and other indicators of diversity	Two of the six members of DNA's Board of Directors were women during the reporting period. One of the nine members of DNA's Executive Team was a woman. Members of the Board, Executive Team, Social responsibility indicators	-
G4-LA14	Percentage of new suppliers that were screened using labour practices criteria	DNA's supplier agreements include the Supplier Code of Conduct according to which suppliers agree to adhere to environmental legislation and regulations. The Supplier Code of Conduct was included in a significant proportion of new procurement and logistics agreements signed in 2016. The exact percentage is not currently available.  The Supplier Code of Conduct is based on the UN Declaration on Human Rights and the ILO Declaration on Fundamental Principles and Rights at Work. Environmental responsibility considerations are also included. The Supplier Code of Conduct also applies to the suppliers' subcontractors.	-
G4-HR3	Total number of incidents of discrimination and corrective actions taken	No incidents of discrimination occurred at DNA Group in 2016.	-
G4-HR10	Percentage of new suppliers that were screened using human rights criteria	DNA's supplier agreements include the Supplier Code of Conduct according to which suppliers agree to adhere to environmental legislation and regulations. The Supplier Code of Conduct was included in a significant proportion of new procurement and logistics agreements signed in 2016. The exact percentage is not currently available.  The Supplier Code of Conduct is based on the UN Declaration on Human Rights and the ILO Declaration on Fundamental Principles and Rights at Work. Environmental responsibility considerations are also included. The Supplier Code of Conduct also applies to the suppliers' subcontractors.	-

## Society

G4-SO3	Total number and percentage of operations assessed for risks related to corruption and the significant risks identified	DNA's Code of Conduct bans any corruption. DNA has issued separate guidelines for the giving and receiving of business gifts. The company does not have a separate risk assessment process for corruption.	-
G4-SO4	Communication and training on anti-corruption policies and procedures	DNA's Sustainability Manager and Fraud Manager have trained DNA personnel on DNA Group's anti-corruption policies and procedures.	-
G4-SO5	Confirmed incidents of corruption and actions taken	There were no incidents of corruption at DNA in 2016.	-
G4-SO6	Total value of political contributions by country and recipient/beneficiary	DNA Group does not support any political parties, politicians or similar institutions. According to this policy, DNA did not provide any political contributions in 2016.	-
G4-SO7	Total number of legal actions for anti-competitive behaviour, anti-trust and monopoly practices and their outcomes	DNA Plc operates according to competitive regulations. During the reporting period, neither the Group nor any of its wholly-owned subsidiaries were subject to legal actions for violation of competition legislation.	-
G4-SO8	Monetary value of significant fines and total number of non-monetary sanctions for non-compliance with laws and regulations	In 2016, DNA was not ordered to pay any fines or other sanctions for non-compliance with laws or regulations.	-
G4-PR5	Results of surveys measuring customer satisfaction	Customer	-
G4-PR7	Total number of incidents of non-compliance with regulations and voluntary codes concerning marketing communications, including advertising, promotion, and sponsorship, by type of outcomes	In 2016, no court decisions were issued in relation to DNA's marketing, nor did the Market Court issue any conditional fines.	-
G4-PR8	Total number of substantiated complaints regarding breaches of customer privacy and losses of customer data	According to the Finnish Information Society Code, telecommunications operators shall notify the Finnish Communications Regulatory Authority (Ficora) of significant information security violations or threats to information security in their network and communication services. DNA issued less than five so-called CERT notifications to Ficora in 2016. The notifications concerned scam messages, hacking or unauthorised use of data. The hacking and unauthorised use of data did not involve personal data. DNA processed the cases specified in the CERT notifications as soon as possible to minimise any inconvenience caused to the customers. DNA considers the data security of both consumer and business customers a top priority in all its operations.	-
G4-PR9	Monetary value of significant fines for non-compliance with regulations concerning the provision and use of products and services	DNA has not been ordered to pay any major fines for non-compliance with laws and regulations concerning the provision and use of products and services during the reporting period.	-

## CONTACTS



DNA Plc's Sustainability Manager Hanna Haapakoski is responsible for DNA's corporate responsibility, [forename.surname\(at\)dna.fi](mailto:forename.surname(at)dna.fi).



In the Executive Team, CEO Jukka Leinonen is in charge of corporate responsibility, [forename.surname\(at\)dna.fi](mailto:forename.surname(at)dna.fi).

**CORPORATE GOVERNANCE STATEMENT**



# CORPORATE GOVERNANCE STATEMENT

DNA Plc (“DNA” or “company”) is a Finnish public limited liability company providing high-quality voice, data, and TV services to private customers and corporations. Parent company DNA Plc and its subsidiaries form the DNA Group. The company is listed in the Helsinki Stock Exchange and domiciled in Helsinki, Finland.

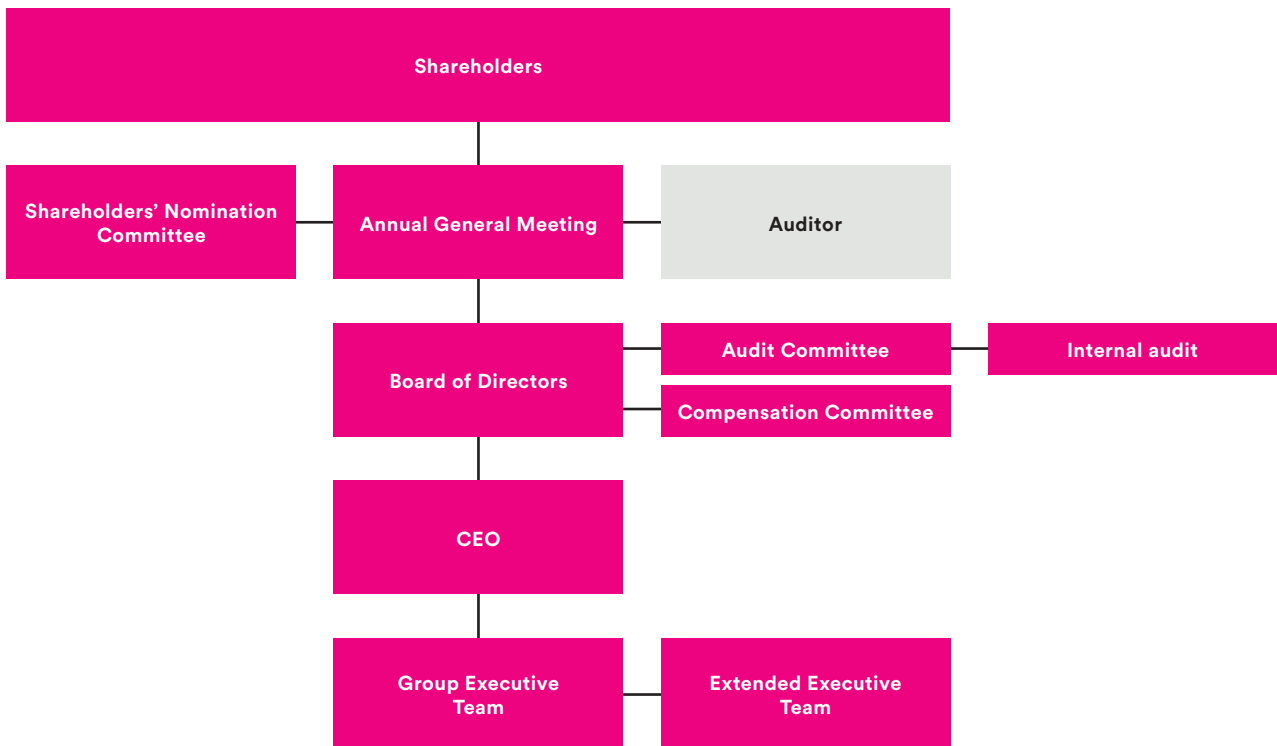
DNA operates in accordance to its Articles of Association, the charters of DNA’s Board of Directors and its committees as well as the applicable rules and regulations of the Finnish Limited Liability Companies Act, Accounting Act and Securities Market Act, Nasdaq Helsinki Ltd and the Financial Supervisory Authority and other legislation in force in Finland. DNA also complies with the recommendations of the Finnish Corporate Governance Code 2015 issued by the Securities Market Association without departing from it.

The Finnish Corporate Governance Code is available at [www.cgfinland.fi](http://www.cgfinland.fi).

DNA’s Audit Committee has audited this corporate governance statement. This statement is published separately from the Board of Director’s report. DNA also provides up-to-date information on corporate governance at [www.dna.fi](http://www.dna.fi).

## DNA’s governing bodies

DNA’s governing bodies comprise the General Meeting, the Board of Directors and the CEO. The General Meeting of shareholders is the highest decision-making body of DNA. Management is the responsibility of the Board of Directors and CEO. The Executive Team assists the CEO in the management of the company and Group.



## General Meeting

The General Meeting is the highest decision-making body of DNA. The Annual General Meeting (AGM) is held once a year within six months of the end of the financial period, at a time specified by the Board of Directors. The meeting discusses matters that fall within the scope of its responsibility under the Articles of Association and any other proposals to the AGM. Extraordinary General Meetings can be held as required. General Meetings take place in Helsinki. General Meetings are convened by the Board of Directors.

According to DNA's Articles of Association, the responsibilities of the General Meeting include:

- Adopting the financial statements, which in the parent company also involves the adoption of the consolidated financial statements;
- Deciding on the use of the profit shown on the balance sheet;
- Discharging the members of the Board of Directors and the CEO from liability;
- Deciding the number of members in the Board of Directors;
- Electing the members of the Board of Directors and deciding on their compensation;
- Electing the auditor and deciding on the auditor's compensation.

The General Meeting also makes decisions on other matters falling within its competence according to the Finnish Limited Liability Companies Act, such as amendments to the Articles of Association, issue of new shares and option rights as well as repurchase of the company's own shares.

In addition to the AGM, Extraordinary General Meetings are convened by the Board of Directors as necessary. The Board of Directors is also obliged to convene a General Meeting when requested by an auditor or by shareholders representing at least 10% of all DNA shares in writing in order that a specific matter could be discussed.

According to the Limited Liability Companies Act, a shareholder has 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 included in the notice. By the end of the financial period preceding the AGM, DNA announces a date on its website by which the shareholder shall submit any requests on a matter to be discussed at the AGM to the Board of Directors.

## Notice and Agenda of the General Meeting

The notice convening a General Meeting shall be delivered to the shareholders by publishing it on the company's website no earlier than three (3) months and no later than three (3) weeks before the General Meeting, however, never later than nine (9) days before the record date of the General Meeting. To be entitled to attend the General Meeting, shareholders must register with the company by the date specified in the notice, which shall be no earlier than ten (10) days before the General Meeting. Each shareholder may attend the General Meeting in person or through an authorised representative.

## Voting

The company has one series of shares. A share entitles to one vote at General Meetings. As stipulated in the Finnish Limited Liability Companies Act, a proposal supported by more than half of the votes shall constitute a decision of the Annual General Meeting. However, the Finnish Limited Liability Companies Act stipulates that several matters, including the amendment of the Articles of Association and a decision on a directed share issue, require a decision by a majority – as specified in the act – of the votes cast and the shares represented at the meeting.

## Shareholders' Nomination Committee

DNA's General Meeting has established the Shareholders' Nomination Committee and approved its charter. The committee has been established until further notice by the AGM. The Shareholders' Nomination Committee is tasked with the preparation of proposals for the General Meeting regarding Board members' election and compensation.

The committee consists of the three largest shareholders or representatives appointed by the said shareholders. In addition, the Chairman of the company's Board of Directors participates in the committee work in the capacity of specialist. The three shareholders whose portion of the votes produced by all the shares in the company according to the shareholders' register, maintained by Euroclear Finland Ltd or other, is the greatest on 1 September of the year preceding the AGM shall have the right to appoint the committee members in the manner specified in the committee charter.

The company issues a stock exchange release to publish the committee members when the members have been appointed. The term of office of the committee expires annually when a new committee is appointed. A quorum is constituted by the presence of more than half of the members of the committee. The committee shall not make a decision unless all committee members have had the opportunity to participate in the discussion of the matter and to be present at the meeting.

## The duties of the committee include the following:

- Preparing and presenting a proposal for the General Meeting regarding Board members' compensation;
- Preparing and presenting a proposal for the General Meeting regarding the number of Board members;
- Preparing and presenting a proposal for the General Meeting regarding the election of Board members; and
- Finding successors for Board members.

### Members of the Nomination Committee in 2016:

- Esa Haavisto (appointed by Finda Oy), born 1949, M.Sc. (Econ.), main position: Board professional
- Seppo Vikström (appointed by PHP Holding Oy), born 1956, M.Sc. (Econ.), main position: Chairman of the Board
- Esko Torsti (appointed by Ilmarinen Mutual Pension Insurance Company), born 1964, Lic. SSc, main position: Director of Non-listed Investments at Ilmarinen.

The members of the Shareholders' Nomination Committee are independent of the company.

The committee shall submit the proposals prepared for the AGM to the company's Board of Directors not later than on 1 February prior to the AGM. The proposals will be published in a stock exchange release and included in the notice of the General Meeting.

## Nomination Committee in 2016

The Nomination Committee convened twice in 2016, with a participation rate of 100%.

## ANNUAL GENERAL MEETING 2016

DNA Ltd's Annual General Meeting was held on 31 March 2016. The AGM adopted the financial statements and discharged the Board of Directors and the CEO from liability for the financial period 2015.

## Board members, committees and compensation

The number of Board members was confirmed to be six. Re-elected members of the Board include Jarmo Leino, Jukka Ottela, Kirsi Sormunen, Tero Ojanperä, Anu Nissinen and Margus Schults. At the constitutive meeting of the Board of Directors held subsequent to the AGM, Jarmo Leino was re-elected Chairman.

Authorised Public Accountants PricewaterhouseCoopers Oy was re-elected auditor of the company, with APA Mika Kaarisalo acting as the auditor with the principal responsibility.

## Payment of dividends

According to the proposal by the Board of Directors, the AGM agreed to pay a dividend of EUR 4.72 per share, at a total of EUR 40,062,746.40, for the financial period 2015.

The AGM decided to pay dividends to shareholders who, on the dividend record date, were registered in the company's register of shareholders held by Euroclear Finland Ltd. The dividend record date was 4 April 2016 and the dividend was paid on 11 April 2016. No dividend was paid for treasury shares held by the company.

## The Board's share repurchase authorisation

The AGM authorised the Board of Directors to decide on the repurchase of treasury shares. Based on the authorisation, the Board of Directors can decide on the repurchase of a maximum of 960,000 treasury shares. This is equal to slightly less than 10% of all company shares. The shares can be repurchased only by using the company's unrestricted shareholders' equity. The repurchase can take place in one or several instalments.

The purchase price can range from EUR 70 to EUR 150 per share. Treasury shares can be repurchased to make acquisitions or other business related arrangements, to improve the capital structure, for use in the company's incentive schemes or to be otherwise disposed of or cancelled, provided that the acquisition is in the interest of the company and its shareholders.

The authorisation will be effective until 30 June 2017. This authorisation cancelled the previous authorisation.

## Decisions of DNA Ltd's Extraordinary General Meeting of 25 October 2016

The company's Extraordinary General Meeting held on 25 October 2016 elected Mr. Pertti Korhonen as a new member of the Board of Directors of DNA. The existing members of DNA's Board of Directors continued as board members. In addition, the Board of Directors decided, conditional upon consummation of the IPO and listing of DNA, to elect Mr. Pertti Korhonen as the Chairman of the Board of Directors. It was decided that the election would take effect on the day following the contemplated listing of the company. Pertti Korhonen is independent of the company and its major shareholders.



The company's Extraordinary General Meeting held on 25 October 2016 made decisions required by the contemplated IPO and listing. The company's Extraordinary General Meeting decided e.g. to change the company's form from a private limited liability company to public limited liability company and decided on other changes to the company's articles of association including changes required for the contemplated listing. The company's Extraordinary General Meeting decided to increase the number of the company's shares by way of a share split, in which new shares will be issued to the shareholders without payment in proportion to their holdings so that, for each share, shareholders will receive 14 new shares. After the share split, the total number of the company's shares was 127,325,850.

In addition, the Extraordinary General Meeting authorised the Board of Directors to decide on a share issue and the granting of options and other special rights entitling to shares referred to in Chapter 10, section 1 of the Companies Act. A maximum of 7,500,000 new shares or treasury shares held by the company can be issued under the authorisation. The maximum number under the authorisation corresponds to approximately 5.9% of the company's shares after the proposed share split has been completed. The authorisation allows the Board of Directors to decide upon a directed issue including the right to derogate from the shareholders' pre-emptive subscription right and upon the granting of special rights provided that the requirements set forth by law are met. The Board of Directors can act on this authorisation in connection with the share issue that is to be carried out in connection with the company's contemplated IPO and listing as well as in connection with the implementation of incentive schemes and possible payment of share rewards to the members of the Board of Directors.

## **DNA'S BOARD OF DIRECTORS**

### **Operation of the Board of Directors**

According to DNA's Articles of Association, the Board of Directors is composed of five to nine ordinary members elected by the General Meeting. The Shareholders' Nomination Committee prepares a proposal for the Annual General Meeting regarding Board members. When members are elected to the Board of Directors, the requirements laid down by the company's operations and development phase and valid legislation, such as the rules of Nasdaq Helsinki Ltd, other applicable rules, and the recommendations of the Corporate Governance Code must be considered. A person elected to the Board of Directors must have the competence required for the position and be able to use a sufficient amount of time to attend to Board duties. The Board of Directors must include representatives of both genders, and its composition must satisfy the principles of diversity.

The term of office of a Board member begins immediately at the end of the Annual General Meeting and ends at the end of the first Annual General Meeting following the election. If a membership becomes available in the middle of the term of office, a new member is elected, if necessary, for the remainder of the term at a General Meeting.

The Board of Directors meets regularly approximately once per month, and as and when deemed necessary. A memo is written for each meeting. The Chairman of the Board of Directors calls the Board of Directors and is responsible for Board work. Each member of the Board of Directors has the right to propose matters to the Board's agenda. The Board of Directors of the company is quorate when more than one-half of its members are present. Decisions of the Board of Directors are majority decisions, and in the event of a tie, the vote shall be decided by the casting vote of the Chairman of the Board. If there is a tie in an election of a person, the election shall be decided by drawing lots. As stipulated by law, a member of the Board of Directors shall be disqualified from the consideration of a matter that involves a conflict of interest.

### **Independence of directors**

According to the Finnish Corporate Governance Code, the majority of the directors shall be independent of the company. In addition, at least two of the directors representing this majority shall be independent of the company's significant shareholders.

The Board of Directors evaluates the independence of its members. The members of the Board of Directors confirm in writing the information required for evaluating their independence at the annual constitutive meeting of the Board of Directors, and commit themselves to informing the company, without delay, of any changes taking place during the term of office.

In 2016, all seven members of the Board were deemed to be independent of the company. Chairman of the Board Jarmo Leino (Chairman from 1 January 2016 to 30 November 2016) was regarded as not independent of significant shareholders. He was nominated to the Board by Finda Oy, which is DNA's largest shareholder. Jukka Ottela is also not independent of significant shareholders. He has been nominated to the Board by PHP Holding Oy, which is DNA's significant shareholder. The other five members of the Board were deemed independent of major shareholders.

## Diversity of the Board of Directors

Competent and efficient Board work requires that the members of the Board of Directors are highly competent and sufficiently diverse. The Shareholders' Nomination Committee also considers the composition of the Board from the perspective of diversity. In accordance with the charter of the Shareholders' Nomination Committee, the composition of the Board shall adhere to the diversity principles specified by the company, as well as legislation and applicable rules and regulations and the Corporate Governance Code.

With regard to the composition of the Board of Directors, it is essential that the members of the Board have diverse and complementary competence, education and experience in different industries and sectors, management and businesses of different development phases. The members' personal qualities are also important. Experience in strategically important consumer and corporate markets, experience in the digital operating environment, customer understanding and a diverse age and gender structure also contribute to the diversity of the Board of Directors. Both genders shall be represented by two members in the Board.

The composition of the Board of Directors must be such that it enables the enhancement of the company's present and future business.

## Diversity of the Board of Directors in 2016

There were (2) were women and four (4) men in the Board until 24 October, and two (2) women and five men (5) as of 25 October. In connection with DNA's listing, Pertti Korhonen was elected to the Board of Directors to strengthen the Board's listed company expertise. Mr Korhonen has experience of both operative management and Board work in listed companies.

## Duties of the Board

The Board of Directors has a duty to promote the interests of the company and all its shareholders. The Board of Directors is responsible for properly organising the company's administration, operations, accounting and asset management. The Board of Directors has confirmed a written charter on the duties of the Board of Directors, matters on the agenda, meeting practices and the decision-making process. According to the charter, the Board of Directors handles and decides on matters that are significant to the Group's finances, business or principles. The company's Vice President, Legal Affairs acts as the Board secretary.

According to its charter and the Limited Liability Companies Act, the Board has the following duties:

- Seeing to the administration of the company and the appropriate organisation of its operations (general competence);
- Arranging the control of the company accounts and asset management in an appropriate manner;
- Electing the chairman from among the members for each term of office;
- Appointing and dismissing the CEO;
- Appointing the deputy CEO and Members of the company's Executive Team based on the CEO's proposal;
- Deciding on the salaries and compensation of the above-mentioned persons and their incentive scheme;
- Deciding on the strategy of the Group and its business units;
- Controlling the implementation of the strategic objectives and business plans of the Group and its business units;
- Deciding on strategically or financially significant investments as part of the annual company budget, business acquisitions and divestments, business transactions and contingent liabilities – any significant investments outside the annual budget are to be confirmed separately;
- Confirming the company's values and other general Group principles by means of operating instructions;
- Confirming the company's personnel strategy and annual personnel and training plans and deciding on the personnel incentive and reward scheme; and
- Seeing to internal control, risk management and internal audit.

## Board of Directors in 2016

The Board of Directors had the following members from 1 January to 31 December 2016: Jarmo Leino (Chairman from 1 January to 30 November 2016), Kirsi Sormunen, Anu Nissinen, Jukka Ottela, Tero Ojanperä and Margus Schults. Pertti Korhonen was nominated to the Board on 25 October 2016 and he became the Chairman of the Board on 1 December 2016.

The Board convened 20 times in 2016. The participation rate of the Board of Directors in the meetings was 100%. In addition to its regular duties, the Board focused on preparing for the listing the company, monitoring the preparations and making decisions in relation to them as well as monitoring strategic development programmes.

## MEMBERS OF THE BOARD OF DIRECTORS 2016

### **Pertti Korhonen**

Member of DNA's Board of Directors 25 October to 30 November 2016

Chairman of the Board from 1 December 2016

Born 1961

Education: M.Sc. (Tech)

Main position: Various positions of trust

Member of DNA's Board of Directors from 25 October and Chairman of the Board from 1 December 2016. Chair of the Compensation Committee since December 2016. Independent of the company and its major shareholders.

DNA shares held by the member of the Board on 31 December 2016: 11,001 shares

No shares held in related parties or by bodies controlled by the member on 31 December 2016.



### **Jarmo Leino**

Chairman of the Board until 30 November 2016

Member of the Board of Directors from 1 December 2016

Born 1951

Education: Master of Laws, Master of Laws with court training

Main position: Finda Oy, CEO since 2010

Member of DNA's Board of Directors since 2006, Chairman from 2010 until 30 November 2016. Member of the Compensation Committee since 2016 (Chairman of the Compensation Committee from 2011 until December 2016). Independent of the company, non-independent of major shareholders. Nominated to the Board by a major shareholder.

DNA shares held by the member of the Board on 31 December 2016: 26,450 shares

No shares held in related parties or by bodies controlled by the member on 31 December 2016.



### **Jukka Ottela**

Born 1953

Education: M.Sc. (Econ), Master of Laws

Main position: Various positions of trust

Member of DNA's Board of Directors since 2010. Member of DNA's Audit Committee since 2011. Member of DNA's Compensation Committee since 2014. Independent of the company, non-independent of major shareholders. Nominated to the Board by a major shareholder.

DNA shares held by the member of the Board and bodies controlled by the member 31 December 2016: 19,241 shares

No shares held in related parties or by bodies controlled by the member on 31 December 2016.



### **Kirsi Sormunen**

Born 1957

Education: M.Sc. (Econ)

Main position: Various positions of trust

Member of DNA's Board of Directors since 2014. Chair of DNA's Audit Committee and Member of DNA's Compensation Committee since 2014. Independent of the company and major shareholders.

DNA shares held by the member of the Board and bodies controlled by the member 31 December 2016: 2,000 shares

No shares held in related parties or by bodies controlled by the member on 31 December 2016.



## GOVERNANCE

### MEMBERS OF THE BOARD OF DIRECTORS 2016

#### **Tero Ojanperä**

Born 1966

Education: PhD,  
Electrical Engineering

Main position:

Visionplus Oyj, Managing  
Partner and Co-Founder



Member of DNA's Board of Directors since 2014. Independent of the company and major shareholders.

DNA shares held by the member of the Board on 31 December 2016: 10,440 shares

No shares held in related parties or by bodies controlled by the member on 31 December 2016.

#### **Anu Nissinen**

Born 1963

Education:  
M.Sc. (Econ)

Main position:

Digma Design Oy,  
Partner and CEO  
since 2016



Member of DNA's Board of Directors since 2014. Independent of the company and major shareholders.

DNA shares held by the member of the Board on 31 December 2016: 15,917 shares

No shares held in related parties or by bodies controlled by the member on 31 December 2016.

#### **Margus Schults**

Born 1966

Education: PhD,  
Electrical Engineering

Main position:

TallinkSilja Oy,  
CEO since 2009



Member of DNA's Board of Directors since 2015. Independent of the company and major shareholders.

DNA shares held by the member of the Board on 31 December 2016: 6,875 shares

No shares held in related parties or by bodies controlled by the member on 31 December 2016.

The above is the concise version of the Board of Directors members' resumes. For more details, please see DNA's website at <https://corporate.dna.fi/en/board-of-directors1>.

## BOARD COMMITTEES

The Board of Directors may establish Board committees from among its members to support its work. The Board shall confirm the main duties and operating principles of the committees in a written charter. Committees report regularly to the Board.

The Board of Directors elects the Audit and Compensation Committee and, whenever necessary, other committees at its annual constitutive meeting that takes place after the AGM. The Board of Directors elects the committee Chairs and members from among its members at the constitutive meeting.

## AUDIT COMMITTEE (AC)

According to its charter, the Finnish Corporate Governance Code and applicable laws and regulations, DNA's Audit Committee assists the Board of Directors' duty of control in financial reporting and control, risk management, corporate responsibility and internal and external audit responsibilities.

The AC comprises a Chairman and at least two members elected annually by the Board of Directors from among its members who have the competence required for the committee duties. A majority of the AC members must be independent of the company, and at least one of them has to be independent of major shareholders.

The AC meets at least four times a year.

The duties of the AC include the following:

- Monitoring the company's financial position, financing status and taxation position;
- Monitoring the reporting progress of financial statements;
- Monitoring, supervising and evaluating the financial reporting system and process and the risk management process;
- Discussing plans and reports of internal audit in the extent specified in the Internal Audit Charter;
- Monitoring and evaluating the operations and efficiency of the company's internal control, internal audit and risk management systems;

- Performing a quarterly review to confirm the accuracy of the company's financial result with financial managers and auditors, before approval by the Board of Directors;
- Monitoring significant financial, financing and taxation risks and actions for controlling them;
- Discussing significant financial risks and managerial actions to monitor, control and report on said risks;
- Reviewing significant findings by the auditors and the related management responses;
- Evaluating significant trials and other litigation matters with the Senior Vice President, Legal Affairs, as required;
- Monitoring business transactions by company management and related parties, and possible related conflicts of interest;
- Reviewing the company's Corporate Governance Statement;
- Monitoring the statutory audit of the financial statements and consolidated financial statements;
- Evaluating the independence of the statutory auditor or audit firm, particularly the provision of other than audit services to the audited company;
- Preparing a proposal, for consideration, on the election of the auditor;
- Monitoring processes and risks related to IT security;
- Evaluating the company's disclosure policy and proposing changes, as required, to the Board of Directors;
- Evaluating the process of complying with laws and regulations; and
- Discussing and monitoring special issues – allocated by the Board of Directors – relevant to the Audit Committee's sphere of duties.

The Audit Committee may have additional duties, as deemed appropriate to the fulfilment of its responsibilities.

## Audit Committee (AC) in 2016

From 1 January to 31 December 2016, the Audit Committee members included Kirsi Sormunen (Chair), Anu Nissinen and Jukka Ottela. The Audit Committee convened six times in 2016, with a participation rate of 100%.

## COMPENSATION COMMITTEE (CC)

The CC comprises a Chair and at least two members elected annually by the Board of Directors from among its members. A majority of the members must be independent of the company. The CEO or any other member of the company management cannot be a member of the CC. The committee meets at least twice a year.

According to its charter, the Corporate Governance Code and applicable laws and regulations, DNA's Compensation Committee assists the Board of Directors in the preparation of issues related to the compensation of the CEO and other company management, as well as in the preparation of personnel incentive schemes.

The main duties of the CC include the preparation of the following matters for consideration by the Board of Directors:

- Deciding on salaries, pensions terms and other benefits, other key terms of agreement and any exceptional agreement terms of the CEO and the Group Executive Team;
- Establishing short and long-term incentive schemes for company management and personnel, and attending to their appropriateness;
- Planning successors for the CEO and the Group Executive Team.

The committee may have additional duties deemed appropriate to its task of assisting the Board of Directors in areas such as the following:

- Matters pertaining to the appointment of the CEO and members of the Group Executive Team;
- Principles according to which the management participates in the work of subsidiary and third-party Boards;
- Principles and practices related to personnel incentives;
- Essential organisational changes;
- Review of the compensation and salary statement required by the annual Corporate Governance Code, and answering related questions at the General Meeting.

### Compensation Committee (CC) in 2016

From 1 January to 31 March 2016, the Compensation Committee comprised Jarmo Leino (Chair), Kirsi Sorjonen, Anu Nissinen and Jukka Ottela. On 31 March 2016, DNA Board of Directors elected Jarmo Leino (Chair), Jukka Ottela and Margus Schults to the CC. As of 15 December 2016, Pertti Korhonen was appointed as an additional member to the CC and elected Chair. Jarmo Leino continued as a member of the CC. The CC convened three times, with a participation rate of 100%.

## THE CEO AND THE EXECUTIVE TEAM

The CEO is nominated and controlled by the Board of Directors. The terms of the CEO's employment are specified in a written CEO agreement, which is approved by the Board of Directors. The company discloses the CEO's personal information, shareholdings, duties and financial benefits.

The duties of DNA's CEO are as specified in the Limited Liabilities Company Act.

The Group Executive Team comprises the CEO; Senior Vice Presidents of the Group's business segments; the CFO; Senior Vice President, Technology; Senior Vice President, Legal Affairs; Senior Vice President, Human Resources; Senior Vice President, Strategy; and the CIO. The CEO is the Chairman of the Group Executive Team. Members of the Executive Team are nominated by the Board of Directors.

## DUTIES OF THE CEO AND THE EXECUTIVE TEAM

### CEO

- Ensuring that the accounts of the company are in compliance with the law and that its financial affairs have been arranged in a reliable manner;
- Managing the daily operations of the company according to the strategic principles and objectives approved by the Board and the operational plans and general principles confirmed by the Board of Directors (general competence);
- Preparing proposals for resolutions and matters for Board meetings and presenting them to the Board and its Committees;
- Preparing the proposal for Executive Team members to the Board;
- Using the owner's right to speak and vote in subsidiaries or nominating a person authorised to do so; and
- Chairing the DNA Executive Team and extended Executive Team.

Jukka Leinonen has been DNA's CEO since 2013. The CEO does not have an employment contract with the company, and the CEO is not the company's employee.

### Duties of the Executive Team

DNA's Executive Team does not have any duties specified in legislation or DNA's Articles of Association. DNA's Executive Team helps the CEO in the management of the Group and its duties include the following:

- Implementing the Group's long-term strategic objectives;
- Coordinating Group management;
- Preparing the Group business plans, budget and investment plan and monitoring the Group's financial development;
- Preparing significant investments as part of budget preparation and making separate decisions on proposals for possible additional investments;
- Managing and developing the Group brands;
- Preparing matters and reports for Board of Directors' meetings;
- Managing activities that drive organic growth;
- Preparing matters pertaining to business and company acquisitions, managing related acquisition processes and making decision proposals for the Board of Directors;
- Preparing matters and decision-making pertaining to internationalisation;
- Deciding on Group-level development initiatives and main supplier selections;
- Approving Group-level principles, procedures and guidelines;
- Specifying risk management strategies, processes and emphasis; and
- Internal control according to the principles approved by the Audit Committee and the Board of Directors.

The Executive Team meets regularly at least twice a month, and as and when deemed necessary.

## GOVERNANCE

### CEO

#### **Jukka Leinonen**

CEO

With DNA since 2010

Born 1962

Education: M.Sc. (Tech)



Main work experience

DNA Ltd, CEO since 2013

DNA Ltd, Senior Vice President, Corporate Business  
2010–2013

TeliaSonera Ltd, various management positions in corporate business marketing and product management  
2002–2009

Sonera Solutions Oy (Yritysverkot Oy), President and CEO, 1996–1999

DNA shares held by the CEO on 31 December 2016:  
24,501 shares

No shares held in related parties or by bodies controlled by the member on 31 December 2016.

The above is the concise version of the CEO's and Executive Team members' resumes. For more details, please see DNA's website at <https://corporate.dna.fi/en/board-of-directors1>.



## MEMBERS OF THE EXECUTIVE TEAM

### Timo Karppinen

CFO

With DNA since 2012

Born 1964

Education: M SSc.

Main work experience

DNA Plc, CFO from 2012

Ponsse Plc, Executive Director, Corporate Development and Strategy 2010–2012

Nokia North America, CFO 2008–2010

Nokia Asia-Pacific, CFO 2006–2008

Nokia China, CFO 2000–2006

Main positions of trust

Gummerus Oy, Member of the Board since 2014

DNA shares held by the member of the Executive team on 31 December 2016: 12,200 shares

No shares held in related parties or by bodies controlled by the member on 31 December 2016.



### Pekka Väisänen

Senior Vice President,  
Consumer Business

With DNA 2003–2006  
and again from 2007

Born 1966

Education: M.Sc. (Econ)

Main work experience

DNA Ltd, Senior Vice President, Consumer Business since 2009

DNA Services Ltd, Sales and Marketing Director 2007–2009

Oulun Puhelin Oyj, Business Development Director 2006–2007

Finnet Oy and DNA Finland Ltd, Sales and Marketing Director 2003–2006

Oulun Puhelin Plc, various roles 1996–2003

DNA shares held by the member of the Executive team on 31 December 2016: 10,000 shares

No shares held in related parties or by bodies controlled by the member on 31 December 2016.



### Hannu Rokka

Senior Vice President,  
Corporate Business

With DNA since 2011

Born 1965

Main work experience

DNA Ltd, Senior Vice President, Corporate Business since 2014

Forte Netservices Oy, CEO 2012–2014

DNA Ltd, Director, Product Management in Corporate Business 2013–2014

Forte Netservices Oy, Co-founder and CTO 2000–2012

WM-data Faci Oy, Senior Consultant 1995–2000

Digital Equipment Corp, Customer Service Engineer 1990–1995

DNA shares held by the member of the Executive team on 31 December 2016: 4,500 shares

No shares held in related parties or by bodies controlled by the member on 31 December 2016.



### Tommy Olenius

CTO

With DNA since 2003

Born 1962

Education: Engineer

Main work experience

DNA Ltd, Senior Vice President, Technology since 2009

DNA Finland Ltd, Senior Vice President, Technology 2005–2009

Suomen 2G Oy / Finnet Verkot Oy (DNA Networks), CTO 2003–2005

Telia Mobile Finland Oy, Deputy Director, CTO and other roles 1998–2003

Telsim Telekomunikasyon Hizmetleri AS, Turkey, Director O&M, 1995–1997

Telecom Finland International Ltd; Turkcell & Libancell, O&M manager, 1993–1995

DNA shares held by the member of the Executive team on 31 December 2016: 8,900 shares

No shares held in related parties or by bodies controlled by the member on 31 December 2016.



## MEMBERS OF THE EXECUTIVE TEAM

### Asta Rantanen

Senior Vice President,  
Legal Affairs

With DNA since 2003

Born 1962

Education: Master of Laws

Main work experience

DNA Ltd, Senior Vice President, Legal Affairs since 2007

Finnet Ltd and DNA Finland Ltd, Vice President, Legal Affairs 2003–2007

Telia Finland Oy, Legal Counsel 1999–2003

Vakuutusyhtiö Sampo, Claims Manager, Product Development Manager 1994–1999

Vakuutusyhtiö Kansa, Legal Counsel 1985–1994

DNA shares held by the member of the Executive team on 31 December 2016: 5,576

No shares held in related parties or by bodies controlled by the member on 31 December 2016.



### Christoffer von Schantz

Senior Vice President,  
Strategy

With DNA since 2013

Born 1973

Education: M.Sc. (Tech)

Main work experience

DNA Ltd, Senior Vice President, Strategy since 2013  
Nokia, Director, Strategy and Business Development 2006–2012

Omnitele, Vice President, Consulting, Member of the Executive Team 2000–2006

DNA shares held by the member of the Executive team on 31 December 2016: 5,375

No shares held in related parties or by bodies controlled by the member on 31 December 2016.



### Marko Rissanen

Senior Vice President,  
Human Resources

With DNA since 2003

Born 1974

Education: Vocational Qualification  
in Business and Administration

Main work experience

DNA Ltd, Senior Vice President, Human Resources since 2007

DNA Finland Ltd, HR Manager 2005–2006

Finnet Networks Ltd, HR Manager 2004–2005

Telia Product Oy, HR Manager 2001–2003

DNA shares held by the member of the Executive team on 31 December 2016: 3,375

No shares held in related parties or by bodies controlled by the member on 31 December 2016.



### Janne Aalto

CIO

With DNA since 2014

Born 1965

Education: MBA,  
Business College  
Graduate, Information Technology

Main work experience

DNA Ltd, CIO since 2014

Kiosked, Head of Demand Side Platform 2014

CEM4Mobile Solutions, CEO & Co-Founder 2004–2013

Sonera Zed, Vice President, Development 2000–2004

Fujitsu Finland, Director, Head of Professional Services 1997–2000

Fujitsu UK and Ireland, Senior Project Manager 1994–1997

DNA shares held by the member of the Executive team on 31 December 2016: 6,700

No shares held in related parties or by bodies controlled by the member on 31 December 2016.



## Extended Executive Team

Employee representatives attend meetings of the Extended Executive Team, which meets at least once per quarter. The Extended Executive Team decides on important matters pertaining to DNA's business, finances and personnel and reviews business reviews, operative reviews, support unit reviews and employee representatives' reviews.

## Extended Executive Team in 2016

In 2016, the employees were represented by Tarja Koivisto (administrative personnel), Pertti Määttä (managerial personnel), Jorma Airaksinen (service and production personnel) and Eero Utriainen (labour protection representative) at the Extended Executive Team meetings. The Extended Group Executive Team convened six times in 2016.

## RISK MANAGEMENT AND INTERNAL CONTROL

Internal control is in place to ensure that the company operates in compliance with laws and regulations and the company's own operating principles and provides reliable financial and operational information.

DNA aims to make sure that its internal control and risk management systems are proportionate and appropriate to the scope and nature of its operations. Internal control and risk management procedures are designed to ensure that the company's business is effective and efficient, information is reliable, irregularities are prevented and the company operates in compliance with laws, regulations and operating principles and can identify, assess and monitor business-related risks.

### Control and risk management of the financial reporting process

DNA's business segments are Consumer and Corporate Business. The Group's financial reporting is based on the financial information produced by each unit on the profitability of their respective business, which is combined with segment and Group-level information.

Setting and monitoring of financial objectives forms an essential part of the management and governance of the company. Near-term goals are specified during annual planning, and progress is monitored on a monthly basis. Group and Business segments issue monthly financial reports on actual results and forecasts.

Financial reporting process refers to functions that provide financial data used by the management of the company, as well as financial data that is published as stipulated by legislation, standards and other binding regulations. At the end of 2016, DNA had significant development initiatives for its information systems to improve the efficiency of processes such as the financial reporting process.

Internal control of financial reporting aims to ensure that the company management has current, adequate, essential and accurate data at its disposal to perform its duties and that the reports published by the company provide essential and accurate information on the financial position of the company.

Financial management is headed by the Group CFO who is responsible for the accuracy of the Group's financial reporting. Internal control reviews and monitors the operation of the reporting process and assesses the reliability of financial reporting. Management of financing and financial risks is part of the responsibilities of the Group's financial management. The entire Group applies the International Financial Reporting Standards (IFRS).

### Monitoring and follow-up

DNA's financial results are followed up in the monthly reporting and reviewed monthly by the Executive Team and Board of Directors. Quarterly results are reviewed in meetings of the Executive Team, the Board of Directors' Audit Committee and Board of Directors.

### Purpose and objectives of risk management

The purpose of risk management is to help DNA's management achieve the company's strategic objectives and provide the company's Board of Directors with up-to-date information on company risks and their management.

In addition, risk management is used to protect DNA's critical success factors.

Risk refers to events or circumstances which, if they materialise, could affect DNA's ability to achieve its strategic objectives or the operative objectives derived from them. Any risks that undermine DNA's strategically significant competitive strengths must be avoided if possible, and special attention must be paid to managing such risks. The identification and management of risk factors takes into account the special characteristics of DNA's business and operational environment.

Systematic risk management is in place to ensure that:

- DNA reaches its business goals;
- Risks are taken into account in operational decision-making;
- DNA takes the right risks in terms of its strategy;
- The company is aware of all significant risks related to its operations;
- All necessary measures are taken to prevent significant risks or to prepare for consequences thereof; and
- Company management and the Board of Directors are up to date on DNA's risks and their management.

## Risk management process

The Board of Directors decides on the objectives and principles of risk management and confirms the company's risk management policy. The Board monitors the implementation of risk management. The Board of Directors has established an Audit Committee. Its risk management duties are defined in the Audit Committee Charter, which is confirmed by the Board of Directors.

The CEO is responsible for the practical organisation of risk management and maintenance of the risk management policy.

The risk management process provides reports on risks and risk management methods to the DNA Executive Team, Audit Committee and Board of Directors. Operational plans for the management of significant risks are drafted based on risk management reports, and the Executive Team and Audit Committee monitor the implementation of these plans.

At DNA, risk management consists of identification and assessment of risks, development of risk management strategies, planning and implementation of risk management methods, monitoring of risk management results as well as continuous improvement of risk management competence.

The annual risk management plan is aligned with the annual plan of DNA's strategy process. The ambition is to update DNA's risk map annually and to draft 1 or 2 reports on the key risks and uncertainties and their management for DNA's Executive Team, Audit Committee and Board of Directors.

DNA's Executive Team selects the key risks and assigns persons to be responsible for them. These persons document appropriate risk management methods and development measures for their responsibility area and submit them to the CEO for approval. The responsibility for a risk is assigned to a person who, based on their role in the company, is best qualified to understand the risk and determine how its management should be

developed. Several persons can share a responsibility for a risk. Risk management processes are aligned with internal control methods.

You can read more about DNA's risks in the Board of Directors' Report 2016. Significant risks and uncertainties are also described in DNA's annual and interim reports.

## Main principles of internal control

Internal control is a process, approved by DNA's Board of Directors, to enhance risk management in DNA Group regarding risks that threaten the company's objectives and business. Another objective is to identify, analyse and monitor business related risks. DNA's Board of Directors has confirmed the principles of internal control, which are based on recognised international principles of good internal control.

The CEO and the Board of Directors have responsibility for ensuring that internal control works and is proportionate to operational risks.

The objective of internal control is to ensure, to a sufficient extent, that the company meets its goals in areas such as:

- effectiveness and efficiency of operations;
- reliability and integrity of financial and operational information;
- compliance with laws, regulations and agreements, and with the company's own operating principles.

The company has a separate compliance programme related to competition law.

The areas of internal control comprise the following:

- internal operating environment (control environment);
- objective-setting;
- risk identification and management;
- control measures;
- reliable information and communication (reporting);
- evaluation and monitoring of internal control;
- systems and security; and
- monitoring of outsourced operations.

## Internal audit

The Group's internal audit supports the CEO, the Board of Directors and the operative management in their controlling duty. Internal audit has been established by the Board of Directors, and the functions and principles of the company's internal audit have been defined in the Internal Audit Charter confirmed by the Board of Directors. Internal audit's sphere of duties covers the DNA Group.

Internal audit is independent of the Group companies and their management. Governance of internal audit is the responsibility of Senior Vice President, Legal Affairs, who is a member of the Executive Team. Internal audit has direct and unlimited access to the senior management and Board of Directors of the company, and it issues regular reports to the company Audit Committee and, when necessary, to the Board. Internal audit carries out its duties in accordance with an operational plan approved by the Board of Directors. When required, internal audit performs additional checks as proposed by the function itself or by the Board of Directors. Internal audit communicates with DNA Group's Board of Directors and external control to ensure efficient coordination of auditing activities.

Internal audit reports on the results of the audit to the management of the audited operation, the CEO, the Executive Team and the Audit Committee, and prepares an annual summary on the audits for the Audit Committee. The Board of Directors confirms decisions on the appointment and dismissal of the person in charge of internal auditing.

The objective of internal audit is to ensure that the company's objectives are met in areas such as:

- effectiveness and efficiency of operations;
- ensuring effective management of the organisation and accountability;
- reliability of financial and operational reporting;
- reporting risk and control information to appropriate units in the organisation;
- safeguarding of assets;
- enhancing ethics and values within the organisation;
- compliance with laws, regulations and agreements;
- coordination of operations and transmission of information between the Board of Directors, external and internal audit and the company management.

Internal audit complies with the international standards for the professional practice of internal auditing and the ethical principles and practical instructions of IIA (The Institute of Internal Auditors Inc.) in its work.

The guidelines, annual operational plan and budget of internal audit are discussed and approved by the Board of Directors. The Audit Committee and the Board of Directors receive all the auditors' reports and an annual summary of the audits performed.

### **Internal audit in 2016**

In 2016, the main focus areas of internal audit included reviewing the main development initiatives of the company, as well as auditing the efficiency of the company's controls and processes in selected areas. Internal

audit has been in regular communication with the auditors and they have exchanged reports. Internal audit has issued regular reports to the Audit Committee.

### **Insider administration**

DNA complies with the rules and instructions of Nasdaq Helsinki Oy, such as its insider guidelines, the Market Abuse Regulation ((EU) No. 596/2014, MAR), the Level 2 Regulations issued under it, the provisions of the Securities Market Act and the Penal Code, and the rules and guidelines of the Financial Supervisory Authority and ESMA (the European Securities and Markets Authority). These are supplemented by the company's own guidelines for insiders, the aim of which is to provide clear operational guidelines and rules on the management of insider issues, disclosure of inside information, maintenance of lists of insiders and the transactions of the company's management and their closely associated persons.

DNA discloses all inside information directly related to the company as soon as possible. DNA may delay the disclosure of inside information if all conditions under applicable regulations for delaying the disclosure of inside information are met. The company publishes all disclosed inside information on its website and keeps it there for at least five years. DNA maintains project-specific insider registers in situations required under applicable regulations. The company does not maintain a permanent, company-specific register.

Each person who serves in a management position at DNA must notify the company of all persons closely associated to them, and of any changes in this information. DNA will draw up a list of members of the management and their closely associated persons. DNA's management and their closely associated persons notify both DNA and the Financial Supervisory Authority of all transactions conducted on their own account relating to DNA's financial instruments. DNA, in turn, publishes these transactions through a stock exchange release. Notifications and disclosures are carried out within the time limits set by legislation.

A member of the management is not entitled to conduct transactions on their own account or on the account of a third party with DNA's financial instruments during a 30-day closed period preceding the publication and including the date of publication of the company's financial statements bulletin or interim report (trading restriction). If the financial statements contain essential information that has not been previously disclosed in the financial statements bulletin, the closed period also applies to the financial statements.

DNA lists persons outside DNA's management who regularly participate in the preparation, drawing up and disclosure of interim reports, financial statements bulletins or annual financial statements or other persons who receive information about DNA's result during its preparation or drawing up before disclosure. These

persons are also subject to the trading restriction.

The person responsible for the company's insider issues is the Senior Vice President of Legal Affairs. Her responsibilities include internal communications about insider issues, training related to insider issues, drawing up and maintaining lists of insiders and monitoring of regulatory changes related to insider issues.

The person responsible for the company's insider issues ensures that insiders do not violate the trading restriction and that transactions of managers and their closely associated persons are notified and published. She will also organise training on trading restrictions and notification requirements, prepare and maintain a list of managers and their closely associated persons, publish their transactions, monitor the trading restriction and notification requirements and monitor regulations related to these.

### **Transactions made with DNA's shares and securities by management and their closely associated persons**

Persons who serve in a management position at DNA must notify the company of all persons closely associated to them, and of any changes in this information. DNA will draw up a list of members of the management and their closely associated persons. DNA's management and their closely associated persons notify both DNA and the Financial Supervisory Authority of all transactions conducted on their own account relating to DNA's financial instruments. DNA, in turn, publishes these transactions through a stock exchange release. Notifications and disclosures are carried out within the time limits set by legislation.

No insider transactions took place in the financial period 2016 that were essential to DNA's operations in that they would have deviated from usual business or market conditions.

### **AUDITING OF THE ACCOUNTS**

The company's financial period is one calendar year. Under the Articles of Association, the company has one auditor, elected by the Annual General Meeting. The auditor must be a public accountant authorised by the Central Chamber of Commerce, and the principal auditor must be an Authorised Public Accountant. The term of office of the auditor is the financial period, and the auditor's duty shall expire at the end of the first Annual General Meeting following the election. The auditor shall present the company's shareholders with an auditors' report, as part of the financial statements in compliance with the legislation in force. The auditor reports regularly to the Audit Committee and the Board of Directors.

The Audit Committee's proposal for the auditor is included in the notice of the Annual General Meeting.

The company shall publish the auditor's compensation for the financial period. Any fees paid to the auditor for services not related to the auditing of the accounts shall be stated separately. Companies belonging to the same Group or chain as the audit firm, as well as companies controlled by the auditor, are considered equal to the auditor. Fees paid by all companies belonging to the same Group as the company are reported as fees.

### **Auditing of the Accounts in 2016**

DNA's auditor was PricewaterhouseCoopers Oy, with Authorised Public Accountant Mika Kaarisalo as the principal auditor.

In 2016, the auditors' audit fees were EUR 260,000 (EUR 222,000 in 2015) and other fees EUR 1,586,000 (EUR 279,000 in 2015). Increase in the expenses of other than auditor's audit fees was mainly due to listing of the company.

## **SALARY AND COMPENSATION REPORT**

### **Compensation**

Compensation systems have been designed to support the strategic, financial and operative development of DNA, to motivate the personnel and to reward the personnel for good financial results. DNA's compensation systems are based on pre-defined and measurable criteria related to results and performance. Compensation systems are written as clearly as possible. Compensation can be based on short and long-term results and performance.

### **Decision-making**

DNA's Annual General Meeting decides on the compensation of the members of the Board of Directors and its committees for one term of office at a time. The Board of Directors decides on the salary and other benefits paid to the CEO. The Compensation Committee prepares matters pertaining to the compensation of the CEO and other executives. The Shareholders' Nomination Committee reviews the Board members' compensation and compensation methods. By virtue of the Limited Liability Companies Act, the General Meeting, or the Board of Directors authorised by the General Meeting, decides on the issue of shares or option rights.

### **The Board of Directors' compensation**

DNA's Annual General Meeting decides on the compensation of the members of the Board of Directors based on the proposal from the Shareholders' Nomination Committee.

The Board members' compensation consists of a monthly salary, meeting fees and possible share-based rewards. No pension payments relate to the compensation paid to the Board of Directors.

Travel expenses will be reimbursed in accordance with the Decision of the Tax Administration on tax-exempt allowances for travel expenses in force.

### **Compensation of the CEO and the Executive Team**

The Board of Directors decides on the CEO's and Executive Team's compensation. The Board of Directors has established a Compensation Committee to prepare, among other things, matters relating to the compensation of the CEO and members of the Executive Team. Short-term incentives comprise performance-based payments in accordance with the annual target and performance-based payments that are based on the annual targets specified by the Board of Directors of the Company. Share-based reward systems serve as long-term incentives. The General Meeting decides on share purchase authorisations and share issue authorisations.

The compensation of the CEO and the Executive Team of DNA is based on a monthly salary, performance-based payment according to DNA's incentive and performance-based payment scheme and a share-based reward system.

### **Pensions and terms related to the end of service relationship**

The CEO's period of notice is six months for both the company and the CEO. If the contract is terminated due to a reason attributable to DNA, the CEO is entitled to severance pay that equals the CEO's total salary for eight months in addition to the six months' salary paid during the notice period.

The CEO has the right to retire at the age of 60. Supplementary pension rights are payment-based. The premium share of the CEO's and his deputy's supplementary pension is 20% of their fixed annual salary. The CEO's pension includes vested rights, which are fully vested in six years after joining the supplementary pension scheme.

Members of the Executive Team have the right to retire at the age of 62. Supplementary pensions of the members of DNA's Executive Team are payment-based. The premium share of the members of DNA's Executive Team is 8% of their fixed annual salary. The Executive Team members' pensions include vested rights, which are fully vested in six years of participating in the supplementary pension scheme.

The notice period of the employment relationships of the Executive Team members is six or three months for both parties. If DNA terminates the agreement, the Executive Team member is entitled to a termination compensation corresponding to six months' salary of an Executive Team member in addition to the pay for the period of notice.

### **Short- and long-term incentive schemes Share-Based Compensation Plan (2014)**

In 2014, the Board of Directors of DNA resolved to implement a long-term share-based compensation plan for the top management and other selected key employees of DNA, based on the development of company share value. In total, 35 people are participants in the plan. Participants were given the opportunity to receive a reward in the form of the company's shares or as cash in connection with a stock exchange listing according to the decision of the company, and as cash in connection with an exit by the largest shareholders. Listing is the option that actualised.

The compensation to be paid in the system consists of two elements: fixed amount of shares per each subscribed share (base matching shares) and a reward based on the listing or sale price (performance share). The fixed share reward consisted of two shares per each subscribed share (base component). Additionally, it was possible for participants in the share-based compensation plan to obtain a reward based on the market capitalisation of DNA in connection with the listing, entitling each participant to up to 14 shares per each share already held (performance-based component) according to the terms of the share-based compensation plan. Based on the final offer price and the dividends paid in 2015 and 2016, the additional reward came to 12.46 shares per each share subscribed to in the system. This refers to the gross amount from which applicable withholding tax will be deducted, and the remaining net amount will be paid as shares.

After the performance-based component actualised as mentioned above, the Board of Directors confirmed on 5 December 2016 the maximum amount of awarded shares to be 1,458,622 shares. This refers to the gross amount from which applicable withholding tax will be deducted, and the remaining net amount will be paid as shares.

The net reward will be paid in December 2017. There are no restrictions on the ownership or transfer of shares acquired from the system once they have been paid.

Receiving of the reward from the share-based compensation plan is tied to the continuance of the participant's employment or service at DNA upon the reward payment.

## New long-term incentive schemes

The new system mainly consists of a Performance Share Plan (PSP), which the Board of Directors decided to complement with a separate share-based Bridge Plan to facilitate the transition period from the long-term share-based incentive system introduced in 2014 to the new long-term incentive system that will begin in 2017. In addition, DNA has a Restricted Share Plan (RSP).

### Performance Share Plan (PSP)

The PSP consists of separate, share-based reward programmes that begin annually. Each programme has a three-year vesting period. The start of each new programme requires a separate decision by the Board of Directors. The first programme (PSP 2017) starts at the beginning of 2017. Any share-based rewards earned through it will be paid in the spring of 2020, if the performance targets set by the Board of Directors are reached.

The first programme will be built on the following performance targets: DNA's total shareholder return (TSR) compared to a peer group over the period 2017-2019, and DNA's cumulative cash flow in 2017-2019. The first programme has about 50 participants, and the maximum number of shares to be handed out will be 471,000 (gross amount from which applicable withholding tax will be deducted, and the remaining net amount will be paid as shares).

### Bridge Plan

The Bridge Plan for the transition period consists of two, three-year-long share-based reward programmes. These programmes have a year-long vesting period and a two-year restriction period. The programmes will begin in 2017 and 2018. Any share-based rewards based on the 2017 programme will be handed out in the spring of 2018, if the performance targets set by the Board of Directors are reached. Shares received as a reward cannot be transferred during a two-year restriction period after the vesting period.

The performance targets applicable to the share-based reward system during the transition period are based on DNA's key strategic objectives for the vesting periods in question. The first programme has about 50 participants, and the maximum number of shares to be handed out will be 157,300 (gross amount from which applicable withholding tax will be deducted, and the remaining net amount will be paid as shares).

DNA's Board of Directors will later decide, separately, on the persons who will be selected for the Bridge Plan starting in 2018, its performance targets and the maximum number of shares that may be handed out.

## Restricted Share Plan (RSP)

The restricted share-based reward system can be used as a complementary tool for committing employees in specific situations, such as during acquisitions and recruitment. The Restricted Share Plan consists of share-based incentive programmes that begin every year. Each programme consists of a three-year restriction period, after which the shares allocated in the beginning of each respective programme are paid to the participants, provided that their employment at DNA continues until the payment of the rewards. The start of each new programme requires a separate decision by the Board of Directors.

The first program (RSP 2017) will begin in early 2017, and the rewards earned will be handed out in the spring of 2020. The RSP typically applies to only a few individuals per year. The maximum number of shares to be handed out under the first programme (RSP 2017) will be 45,000 (gross amount from which applicable withholding tax will be deducted, and the remaining net amount will be paid as shares).

### Other terms and conditions

DNA adheres to the recommendation on the shareholdings of the Group Executive Team. According to the recommendation, each Executive Team member should own a share in the company, which corresponds to his or her annual fixed gross salary. In order to achieve the recommended ownership, the Executive Team members must retain ownership of at least 50% of the shares they have received through the above-mentioned, share-based incentive systems (calculated based on the net amount of shares left after deduction of the applicable withholding tax), until the person's share in DNA is in line with the recommendation.

The maximum amount of rewards payable under the share-based incentive systems is limited in such a way that a participant's annual share reward may exceed their annual gross salary three times at a maximum.

The share-based incentive systems described above will not have a dilutive effect, because no new shares will be issued in connection with them.

The maximum number of shares to be handed out within the above mentioned three share-based incentive systems have been redefined due the change in calculation, from what was published originally on January 31, 2017.



## Short-term incentive schemes

The short-term incentive scheme of the CEO and Executive Team is based on company-level targets that are related to the development of cash flow, net sales and customer satisfaction. The targets support DNA's strategy and long-term realisation of DNA's financial success. Fulfilment of the criteria is monitored annually.

The maximum amount of the CEO's annual performance-based payment can be equal to nine months' fixed monetary salary. The maximum amount of the Executive Team members' annual performance-based payment can be equal to seven months' fixed monetary salary. The management's performance-based payments are based on company-level targets that are related to the development of cash flow, net sales and customer satisfaction. The targets support DNA's strategy and long-term realisation of DNA's financial success.

## Valid authorisations concerning compensation

The Annual General Meeting of 31 March 2016 authorised the Board of Directors to decide on a share issue. The shares to be issued based on the authorisation may be new shares or treasury shares. A maximum total of 960,000 shares can be issued based on the authorisation (the number of shares before the share split decision made at the company's Extraordinary General Meeting of 25 October 2016). The shares may be issued in one or several tranches. Based on the authorisation, the company may also decide to issue new treasury shares. The Board of Directors was authorised to decide on all terms and conditions of the share issue. The issuance may be carried out in deviation from the shareholders' pre-emptive rights (directed share issue) presuming that there are weighty financial reasons relative to the company, such as using shares in the company's incentive schemes, payments of share-based compensation for the Board of Directors, carrying out business arrangements or improving the capital structure of the company. The authorisation will be effective until 30 June 2018.

The Extraordinary General Meeting of 25 October 2016 authorised the Board of Directors to decide on a share issue and the granting of options and other special rights entitling to shares referred to in Chapter 10, section 1 of the Companies Act. A maximum of 7,500,000 new shares or treasury shares held by the company can be issued under the authorisation. The Board of Directors can act on this authorisation in one or several tranches. The authorisation allows the Board of Directors to decide upon a directed issue including the right to derogate from the shareholders' pre-emptive subscription right and upon the granting of special rights provided that the requirements set forth by law are met. The Board of Directors was authorised to decide on the other terms and conditions of the share issue and the granting of special rights. Under the authorisation, shares can also be issued and special rights granted without payment. The Board of Directors can act on this authorisation in connection with the share issue carried out in the occasion of the company's listing as well as in connection with the implementation of incentive schemes and possible payment of share compensation to the members of the Board of Directors. To allow for the creation of a long-term incentive scheme, the authorisation shall be effective for five years, i.e. until 25 October 2021.

The Annual General Meeting of 31 March 2016 authorised the Board of Directors to decide on the repurchase of treasury shares. A maximum total of 960,000 treasury shares can be repurchased based on the authorisation (the number of shares before the share split decision made at the company's Extraordinary General Meeting of 25 October 2016). Treasury shares can only be repurchased using the company's unrestricted shareholders' equity. The repurchase can take place in one or several instalments. The Board of Directors will decide on the manner of the repurchase. Treasury shares can be repurchased in deviation from the shareholders' ratio of ownership (directed acquisition). Own shares can be used for making acquisitions or other business related arrangements, to improve the capital structure or for use in the company's incentive schemes, provided that the acquisition is in the interest of the company and its shareholders. The authorisation will be effective until 30 June 2017.

# SALARY AND COMPENSATION REPORT 2016

## The Board of Directors' compensation in 2016

DNA's AGM of 31 March 2016 decided not to change the compensations paid to the members of the Board of Directors, which are the following:

- Annual compensation, Chairman of the Board of Directors: EUR 144,000
- Annual compensation, members of the Board of Directors: EUR 48,000
- Meeting fee, members of the Board of Directors: EUR 1,050/meeting/person
- Meeting fee, Committee Chair: EUR 1,050/meeting/person
- Meeting fee, Committee members: EUR 525/meeting/person

Based on the decision of the General Meeting, each member and the Chairman of the Board of Directors are entitled to receive 40% of their annual compensation in DNA shares. Such acquired shares are measured at fair value at acquisition date. Certain conditions apply to the transferability of shares. Annual compensations presented in the table below are paid compensations during the calendar year and can differ from the decisions of AGM due to timing of the payment.

## ANNUAL COMPENSATION AND MEETING FEES PAID IN 2016, EUR

Name	Annual compensation	Meeting fees	Total
Pertti Korhonen (member from 1 Dec 2016)	8,997	5,250	14,247
Jarmo Leino	110,276	25,725	136,001
Jukka Ottela	37,967	23,100	61,067
Kirsi Sormunen	48,240	26,775	75,015
Anu Nissinen	36,392	23,625	60,017
Tero Ojanperä	36,152	19,950	56,102
Margus Schults	36,152	21,000	57,152

## ANNUAL COMPENSATION AND MEETING FEES PAID IN 2015, EUR

Name	Annual compensation	Meeting fees	Total
Jarmo Leino	144,000	14,811	158,811
Jukka Ottela	48,000	14,722	62,722
Anssi Soila (member until 26 March 2015)	12,080	2,100	14,180
Kirsi Sormunen	48,240	18,900	67,140
Anu Nissinen	48,000	15,247	63,247
Tero Ojanperä	48,000	8,707	56,707
Margus Schults (member since 26 March 2015)	48,000	8,707	56,707

**SHARES ACQUIRED BY MEMBERS OF THE BOARD AS PART OF THEIR ANNUAL COMPENSATION IN 2015\***

Name	Shares
Jarmo Leino	603
Jukka Ottela	201
Kirsi Sormunen	0
Anu Nissinen	201
Tero Ojanperä	201
Margus Schults (member since 26 March 2015)	201

\*Share quantities before splitting of DNA's shares.

**SHARES ACQUIRED BY MEMBERS OF THE BOARD AS PART OF THEIR ANNUAL COMPENSATION IN 2016\***

Name	Shares
Pertti Korhonen (member since 25 Oct 2016)	-
Jarmo Leino	224
Jukka Ottela	74
Kirsi Sormunen	-
Anu Nissinen	74
Tero Ojanperä	74
Margus Schults	74

\*Share quantities before splitting of DNA's shares.

**Shareholders' Nomination Committee**

Based on the decision of the General Meeting, the Chair of the Shareholders' Nomination Committee will be paid EUR 1,050 per meeting, and Committee members EUR 525 per meeting.

**THE CEO'S COMPENSATION IN 2016**

The salary of the CEO consists of a total salary (which includes monetary salary and customary fringe benefits, such as a potential car benefit and mobile phone benefit) as well as long-term and short-term incentive schemes. The fixed annual salary of the CEO was EUR 361,110 in 2016 and the taxable annual fringe benefits EUR 12,930.

The CEO participates in the share-based compensation plan described above, which was established in 2014 and terminated upon DNA's listing, based on which the CEO will receive 195,206 shares in total. This refers to the gross amount from which applicable withholding tax will be deducted, and the remaining net amount will be paid as shares. The reward will be paid in December 2017.

The premium of the CEO's supplementary pension was EUR 79,416 in 2016.

The CEO's performance-based payments are based on company-level targets that are related to the development of cash flow, net sales and customer satisfaction. The targets support DNA's strategy and long-term realisation of DNA's financial success. The fulfilment of the criteria is monitored annually, and the maximum amount of the annual performance-based payment can be equal to nine months' fixed monetary salary.

The above-mentioned long-term incentive systems are effective from 1 January 2017.

**COMPENSATION OF OTHER MEMBERS OF DNA'S EXECUTIVE TEAM IN 2016**

The salary of the Executive Team consists of a total salary (which includes monetary salary and customary fringe benefits, such as a potential car benefit and mobile phone benefit) as well as long-term and short-term incentive schemes. The fixed annual salary of the Executive Team was EUR 1,405,940 in 2016 and the taxable annual fringe benefits were EUR 33,613 (excluding the CEO's salary and taxable annual fringe benefits).

The members of the Executive Team participate in the share-based compensation plan described above, which was established in 2014 and terminated upon DNA's listing, based on which the members of the Executive Team will receive 471,748 shares in total (excluding the CEO's shares). This refers to the gross amount from which applicable withholding tax will be deducted, and the remaining net amount will be paid as shares. The reward will be paid in December 2017.

The total payments for the Executive Team members' supplementary pensions were EUR 167,877 in 2016.

The Executive Team's performance-based payments are based on company-level targets that are related to the development of cash flow, net sales and customer satisfaction. The targets support DNA's strategy and long-term realisation of DNA's financial success. The fulfilment of the criteria is monitored annually, and the maximum amount of the annual performance-based payment for the members of DNA's Executive Team can be equal to seven months' fixed monetary salary.

The above-mentioned long-term incentive systems are effective from 1 January 2017.

**Compensation for the CEO and the Executive Team in 2016**

EUR	Wages and salaries		Performance-based payment for results		Fringe benefits		Share-based payment		Compensation in total	
	2016	2015	paid in 2016	paid in 2015	2016	2015	2016	2015	Total 2016	Total 2015
CEO	361,110	367,740	166,431	162,108	12,930	13,500	-	-	540,471 (salaries)	543,348
Other members of the Executive Team	1,405,940	1,383,699	492,324	438,349	33,613	34,158	-	-	1,931,878 (salaries)	1,856,206

**FINANCIAL STATEMENTS 2016**



# BOARD OF DIRECTORS' REPORT

DNA is one of the leading Finnish telecommunications companies. DNA has its own national mobile communications network and the most extensive fibre-optic cable network in Finland, providing high-quality broadband and TV services to DNA's customers. Our business operations are divided into Consumer and Corporate Business segments. In total, DNA has more than 3.8 million subscribers. DNA employs some 1,700 telecommunications professionals, whose work is focused on excellent customer experience in line with DNA's strategy.

The comparison figures in brackets refer to 2015.

## Operating environment

The Finnish economy is slowly returning to growth. Unlike many other industries, telecommunications is less affected by the overall economic situation, and the demand for telecommunication services has remained relatively steady for a long period.

The growth of the mobile data market continued, boosted by increased adoption of smart phones, tablets and other internet-connected smart devices as well as the wider availability of 4G speeds. According to a report\* published by Tefficient in December, Finns are among the biggest mobile data users in the world as Finland topped the global list for the third consecutive year.

Practically all phones sold in the market in 2016 were smart phones and mostly 4G models. Revenue from voice calls as well as the text message market has been declining steadily in Finland, but this trend is compensated by the growth of the mobile data market. Social networking applications have enriched but also partially replaced some traditional communication methods such as text messaging.

The number of fixed-network broadband subscriptions remained steady. However, Finns are switching to considerably faster cable and Ethernet-based broadband connections. Price competition in the broadband market remained very intense.

Use of TV and video services continued to become more versatile. Traditional TV viewing remained relatively steady. The use of streaming and on-demand video services continued to grow. The steady growth of cable television subscriptions also continued. The use of HDTV broadcasts grew, and customers want to watch content conveniently at a time that works best for them.

Economic uncertainty continued to affect investment decisions in the corporate market, slowing down the decision-making process. The increasingly mobile and networked ways of working had an impact on the access solutions and data communication services adopted by both the private and public sector as mobile data grows in importance. Companies are also interested in the Industrial Internet and its possibilities, which is reflected, for example, in the growth of DNA's M2M (machine to machine) subscription base. The rising business use of cloud services increases the demand for network capacity.

\* Tefficient's report: <https://corporate.dna.fi/documents/15219/31276591/Tefficient+industry+analysis+5+2016+mobile+data+usage+and+pricing+1H+2016.pdf/b174b22a-ba61-4ffc-9848-78cf203f3114>

## Regulation

The spectrum auction for licences for commercial use of the 700 MHz band took place in November 2016. DNA won the 2x10 MHz spectrum it pursued in the auction. The 700 MHz band can be used for the construction of 4G networks from the beginning of February 2017.

In the summer of 2016, the Norwegian Norkring AS relinquished the licences granted to it for antenna network operations. The licences were granted to Digita. Current network licences and the programme licences granted for these networks have been extended until the new licences come into force on 17 May 2017.

The European Commission published its proposal for the new European Electronic Communications Code in the autumn of 2016. The reform is expected to have an effect on areas such as market regulation, spectrum management and use of spectrum bands, universal service obligations, regulation of electronic communication services as well as consumer protection. The regulatory package may have a significant impact on DNA's business.

In December, the European Commission approved the implementation act on the roaming Fair Use Policy. The act also limits the use abroad of subscriptions with high data allowances without surcharges. The act ties the cap of "roam like home" usage to the price of the subscription and the operators' wholesale roaming price. If an operator is not able to recover what foreign operators charge for the use of their networks to provide roaming services, they may ask the Finnish Communications Regulatory Authority for permission to apply a surcharge on top of the caps.

The discussion of the proposed wholesale price cap for roaming is continuing. The new roaming regulation is planned to enter into force in the summer of 2017 and may have a significant impact on DNA's business.

The EU General Data Protection Regulation (GDPR) was agreed in the spring of 2016. It shall apply from May 2018. The GDPR and the subsequent review of the Directive on privacy and electronic communications are estimated to have an impact on DNA's business, with regard to the processing of customer data, for example.

## Net sales and result

### Net sales

DNA's net sales increased and totalled EUR 858.9 million (828.8 million). Net sales were driven by the growth in service revenue as well as the positive development of mobile device sales. Service revenue was boosted in particular by the increased sales of mobile subscriptions and growing use of mobile data, which increased the share of 4G subscriptions in the subscription base. Net sales were burdened by lower demand for pay-TV services as well as lower interconnection prices.

In 2016, 73.5% (72.0%) of net sales was generated by Consumer Business and 26.5% (28.0%) by Corporate Business.

### Result

Comparable EBITDA increased and was EUR 247.1 million (226.7 million). The items affecting the comparability of EBITDA in 2016 totalled EUR 10.8 million and were mostly related to the listing of DNA. The comparability of EBITDA in 2015 was affected by a sales profit of EUR 1.1 million. EBITDA increased and was EUR 236.3 million (227.7 million). The EBITDA percentage of net sales remained at 27.5% (27.5%). The increase was fuelled by growth in service revenue and improved operational efficiency.

Comparable operating result increased and was EUR 102.1 million (72.0 million). Operating result increased to EUR 91.2 million (73.1 million). In 2016, operating result was boosted by the improved EBITDA and lower level of depreciation. Operating result as a percentage of net sales increased and was 10.6% (8.8%). Comparability was affected by the same items as for EBITDA.

Financial income and expenses amounted to EUR 9.6 million (11.5 million). Income tax for the period was EUR 16.5 million (11.5 million). Result for the financial period increased and was EUR 65.2 million (50.0 million). Earnings per share was EUR 0.51 (0.39).

### Development of subscription base

DNA's mobile communication subscription base grew by 121,000 subscriptions, reaching 2.7 million in total in 2016. The fixed-network subscription base decreased by 7,000 and totalled more than 1.1 million at the end of the year. This is due to the drop in the number of fixed-network voice subscriptions. The number of fixed-network broadband and cable television subscriptions increased by some 6,000 in total in 2016.

# CONSOLIDATED KEY FIGURES

EUR million	2016	2015	Change, %
Net sales	<b>858.9</b>	828.8	3.6%
EBITDA	<b>236.3</b>	227.7	3.8%
- % of net sales	<b>27.5%</b>	27.5%	
Comparable EBITDA*	<b>247.1</b>	226.7	9.0%
- % of net sales	<b>28.8%</b>	27.3%	
Operating result, EBIT	<b>91.2</b>	73.1	24.8%
- % of net sales	<b>10.6%</b>	8.8%	
Comparable operating result, EBIT*	<b>102.1</b>	72.0	41.7%
- % of net sales	<b>11.9 %</b>	8.7%	
Net result for the period	<b>65.2</b>	50.0	30.3%
Number of mobile communication network subscriptions at end of period	<b>2,742,000</b>	2,621,000	4.6%
- Revenue per user (ARPU), EUR	<b>17.1</b>	17.0	0.6%
- Customer CHURN rate, %	<b>16.1</b>	16.0	0.6%
Number of fixed line subscriptions at end of period	<b>1,113,000</b>	1,120,000	-0.6%



## Cash flow and financial position

Cash flow after investing activities was EUR 83.5 million (97.3 million).

At the end December, DNA had a EUR 150 million revolving credit facility, of which EUR 150 million (150 million) remained undrawn, and a EUR 15 million (15 million) credit facility. The credit facility was extended for the first time, with the agreement of all the banks, by one year and the new maturity is now October 2021. In addition, the company has a commercial paper programme worth EUR 150 million (150 million), under which EUR 5 million (40 million) was drawn by the end of 2016.

DNA's net gearing decreased and came to 53.9% (78.5%) at the end of the year. Trading in the DNA

share began on the pre-list of Nasdaq Helsinki (the Helsinki Stock Exchange) on 30 November 2016, and on the official list of the Helsinki Stock Exchange on 2 December 2016. DNA raised gross proceeds of some EUR 50 million and EUR 38.6 million net proceeds from the IPO.

The Group's liquid assets comprising cash and cash equivalents amounted to EUR 46.2 million (25.3 million). Net debt decreased to EUR 321.7 million (412.3 million). The Group's liquid assets and undrawn committed credit limits amounted in total to EUR 211.2 million (190.3 million).

Net debt/EBITDA ratio improved and was 1.36 (1.81) at the end of the year.

DNA's equity ratio was 48.4% (44.1%) at the end of the review period.

## Cash flow and financial key figures

EUR million	2016	2015
Cash flow after investing activities	83.5	97.3

EUR thousand	31 Dec 2016	31 Dec 2015
Net debt, EUR million	321.7	412.3
Net debt/EBITDA	1.36	1.81
Net gearing, %	53.9	78.5
Equity ratio, %	48.4	44.1

# DEVELOPMENT PER BUSINESS SEGMENT

## Consumer Business

Consumer Business net sales increased and were EUR 631.3 million (596.3 million).

Net sales were boosted by the positive development in mobile subscription sales, growing use of mobile data, which increased the share of 4G subscriptions in the subscription base, and the positive development of mobile device sales. Net sales were burdened by lower interconnection prices and weaker demand for pay-TV services.

EBITDA increased and was EUR 168.4 million (154.6 million). The increase was fuelled by the positive development of service revenue and improved operational efficiency. The EBITDA percentage of net sales increased to 26.7% (25.9%).

Consumer Business operating result increased and was EUR 74.6 million (56.0 million), or 11.8% of Consumer Business net sales (9.4%). Items affecting EBITDA and operating result comparability were mostly related to the listing of DNA, which were EUR 6.5 million in total. Depreciation of EUR 93.9 million (98.6 million) was allocated to Consumer Business.

Service revenue for 2016 was boosted by the growth of mobile network subscription base as well as favourable mobile billing development.

DNA's mobile device sales developed positively in 2016 and, in terms of sales revenue, were at a higher level than in 2015. Practically all phones sold by DNA in 2016 were smart phones and mostly 4G models. The demand for 4G subscriptions grew steadily during the year and 4G subscriptions dominated subscription sales.

DNA launched a new-generation fibre optic network in May. The DNA Valokuitu Plus (DNA Fibre Optic Plus) subscription enables broadband speeds of up to a

Gigabit per second without any changes to the housing company's internal network. In the first phase, the 1 Gbps speed was available to about 300,000 households in the Helsinki Metropolitan region, and in early June was extended to some 80,000 households in Oulu and the surrounding areas. On 9 May, DNA set a new speed record of 3.055 Gbps in the launch event of the DNA Valokuitu Plus network. No other operator in Europe has provided similar speeds in a live environment, i.e. in a broadband network accessed by customers under normal conditions.

On 25 May, a mobile application launched by DNA and Comptel won a Global Telecoms Innovation Award in London. The application placed second in the best Infotainment or utility service category of the Best Mobile Service in Finland 2016 competition. Unveiled at the end of last year, the application simplifies and speeds up the purchase of mobile data for prepaid subscriptions.

In May, DNA and public broadcaster Yle agreed to continue the distribution of Yle's high-definition television channels after 2017. The agreement will be valid until the end of 2026.

DNA launched a new SportMix channel package in the third quarter, allowing customers to pick the sport packages they want from five options. The channel packages are available in DNA's cable and terrestrial networks and practically all the sports channels in DNA's offering are also available for mobile viewing through the DNA TV application.

In November 2016, the DNA TV app was used by more than 300,000 customers. DNA TV combines traditional television, channel packages and programme libraries and brings TV content not only to the television screen but also to mobile devices, making it possible to watch TV whenever and wherever.

### Consumer Business key figures

EUR million	2016	2015	Change, %
Net sales	<b>631.3</b>	596.3	5.9 %
EBITDA	<b>168.4</b>	154.6	9.0 %
- % of net sales	<b>26.7 %</b>	25.9 %	
Comparable EBITDA	<b>174.9</b>	153.5	14.0 %
- % of net sales	<b>27.7 %</b>	25.7 %	
Operating result, EBIT	<b>74.6</b>	56.0	33.1 %
- % of net sales	<b>11.8 %</b>	9.4 %	
Comparable operating result, EBIT	<b>81.1</b>	55.0	47.5 %
- % of net sales	<b>12.8 %</b>	9.2 %	

## Corporate Business

Corporate Business net sales remained at a similar level year-on-year and amounted to EUR 227.5 million (232.6 million).

Net sales were burdened by the reduction in interconnection prices and lower voice traffic volumes. Net sales were impacted positively by the increase in the mobile broadband subscription base.

EBITDA decreased to EUR 67.9 million (73.1 million), or 29.8% of net sales (31.4%). A reduction from the provision for premises had a positive effect on the EBITDA. Operating result decreased and was EUR 16.7 million (17.1 million), or 7.3% of net sales (7.3%). Items affecting EBITDA and operating result comparability were mostly related to the listing of DNA, which were EUR 4.3 million in total. Depreciation to the amount of EUR 51.2 million (56.1 million) was allocated to Corporate Business.

DNA's strategic goal is to increase the market share of its Corporate Business in the coming years. DNA is targeting municipalities, small and mid-sized enterprises and, increasingly, the large enterprise customer segment. DNA's ability to serve the large enterprise segment improved significantly following the acquisition of TDC Finland. DNA has implemented an increasing number of corporate network solutions for Finnish companies in the Nordic region.

DNA signed significant new agreements and extensions to existing contracts with enterprises and the public sector in 2016. The share of small and mid-sized enterprises in particular grew in the customer base. The market position of DNA's Corporate Business has developed as planned and, according to a study conducted in early 2016, DNA's brand recognition and customers' willingness to consider DNA as a service provider reached record-high levels, in particular in the large enterprise customer segment.\*

In May, operator Moi started commercial operations as an MVNO in DNA's network.

DNA's Corporate Customer Services were again successful in the annual Asiakkaan Ääni ("Customer's Voice") competition, placing third in the category of

best customer service development. The Customer Voice Awards are based on feedback collected by SN4 International Ltd immediately after the customer service experience.

Corporate customer service quality is measured by means of the Net Promoter Score (NPS). The average score improved by more than 38% in 2016.

In September, the European IP address manager RIPE NCC announced that it ranks DNA as the most significant operator providing IPv6 LIR addresses in Finland. DNA has already brought IPv6 functionality to some 2.2 million consumer and corporate subscriptions. Facilitating direct, two-way communication between mobile devices, the new IPv6 protocol is a prerequisite for the increased prevalence of the Internet of Things (IoT).

DNA signed extensive agreements covering several products and services with companies such as Hartwall and L-Fashion Group in 2016.

In November 2016, DNA announced that it will provide WLAN services for hundreds of KONE Corporation offices worldwide. The three-year contract between DNA and KONE includes WLAN deliveries as a full service. The contract covers design, installation and maintenance. DNA delivers solutions like this to KONE and other international companies in cooperation with our strong partner network on a turnkey principle.

M2M (machine to machine) is a growing business area for DNA and customers are interested in the possibilities of the Industrial Internet. DNA is supplying M2M subscriptions for sensors in Enevo's refuse containers worldwide, for example. The sensors in refuse containers are connected to a mobile network in order to indicate which containers are full and need to be emptied. In June, DNA announced that it is also delivering the M2M subscriptions for Buster boats' new infotainment system.

In November, DNA signed an agreement to deliver M2M subscriptions to Econet Ltd, a company specialised in water and environment technology. DNA will deliver thousands of M2M subscriptions to Econet in the coming years. The subscriptions will be installed in data transmission units to be connected to water meters, and they will operate in DNA's network.

\*Brand study commissioned by DNA

### Corporate Business key figures

EUR million	2016	2015	Change, %
Net sales	<b>227.5</b>	232.6	-2.2 %
EBITDA	<b>67.9</b>	73.1	-7.2 %
- % of net sales	<b>29.8 %</b>	31.4 %	
Comparable EBITDA	<b>72.2</b>	73.1	-1.3 %
- % of net sales	<b>31.7 %</b>	31.5 %	
Operating result, EBIT	<b>16.7</b>	17.1	-2.4 %
- % of net sales	<b>7.3 %</b>	7.3 %	
Comparable operating result, EBIT	<b>21.0</b>	17.1	22.8 %
- % of net sales	<b>9.2 %</b>	7.3 %	

# CAPITAL EXPENDITURE

Capital expenditure was EUR 143.6 million (154.7 million). Operative capital expenditure decreased 7.5% from 2015 and was EUR 136.9 million (148.0 million), or 15.9% of net sales (17.9%).

Major items included in capital expenditure in the review period were the 4G and 3G networks and fibre and transfer systems.

The focus of DNA's mobile communication network investments is expected to shift from network modernisation and coverage expansion to capacity expansion in the coming years. In practice, this will mean a lower level of operational capital expenditure activity.

## Capital expenditure\*

EUR million	2016	2015	Change, %
Consumer Business	90.9	101.5	-10.4 %
Corporate Business	45.8	48.2	-4.9 %
Unallocated	6.9	5.0	37.5 %
Total capital expenditure	143.6	154.7	-7.2 %
Operative capital expenditure**	136.9	148.0	-7.5 %
Spectrum licence	6.7	6.7	0.0 %
Total capital expenditure	143.6	154.7	-7.2 %

\* Capital expenditure is defined as additions to property, plant and equipment and intangible assets excluding business acquisitions, gross acquisition cost of spectrum licences and additions through finance leases and asset retirement obligations and including annual cash instalments for the spectrum licences. Unallocated capital expenditure comprises sales commissions.

\*\*Operative capital expenditure is reported capital expenditure without annual cash instalments for spectrum licences.

# RESEARCH AND DEVELOPMENT

DNA's service development occurs during the ordinary course of business and is accounted for as a normal operating expense. The Group conducted no activities classified as research and development in 2016.

# NETWORK INFRASTRUCTURE

DNA makes continuous investments in high-speed mobile networks and fixed-network broadband to support the customers' growing use of subscriptions, devices as well as online and cloud services. In January–December, DNA expanded its 4G and 3G networks by adding some 2,300 base stations. At the end of 2016, DNA's 4G network reached 99.6% of the population in mainland Finland.

In 2016, 4G traffic volumes in DNA's networks grew some 120% year-on-year. DNA's total data traffic volume in mobile communications network grew 76%. At the end of year, more than 82% of all mobile data was transferred in the 4G network.

Finnish Shared Network Ltd constructed a new 2G/3G/4G network for mobile communications in Northern and Eastern Finland. The construction of DNA's and Sonera's shared network started in the spring of 2015 and was completed towards the end of 2016. During these 18 months, more comprehensive, high-speed telecommunications connections have been made available for more than 760,000 residents in sparsely populated areas. The combination of the frequencies and resources of two operators made it possible to construct a 4G network with double the speeds very cost-effectively. Customers can enjoy improved coverage in 4G/3G/2G networks.

In the second quarter, DNA became the first operator in Finland to update the theoretical maximum speed of its 4G mobile network to 600 Mbps. The practical speed tests were carried out in Karuby village in

Siuntio, where the base station utilises a new three-frequency technology based on LTE, 256 QAM and Ericsson Lean Carrier. The new functionalities increase the mobile network's capacity and speed and were introduced in DNA's 4G network across Finland toward the end of the year.

Data traffic in DNA's mobile network exceeded the volume of fixed broadband traffic in the summer of 2016. In August, some 27,000 terabytes of data were transferred in DNA's fixed broadband network, while the data volume in the mobile communications network was significantly higher at almost 32,000 terabytes.

The 700 MHz spectrum auction organised by the Finnish Communications Regulatory Authority concluded on 24 November 2016. DNA Plc won the 2x10 MHz spectrum it pursued in the spectrum auction and DNA's winning bid for the spectrum totalled EUR 22 million. The licence fee will be paid in equal instalments during a five-year period. The licence period is 17 years (1 February 2017 to 31 December 2033). The new 700 MHz spectrum enables build-up of 4G capacity, particularly in sparsely populated areas.

According to a report released by research company Tefficient in December 2016, DNA's customers have the highest mobile data usage in the world per subscription. DNA carried as much as 9.9 gigabytes of data per subscription each month between January and September 2016. DNA's customers were the world champions of mobile data use also in 2015, using almost six gigabytes of data per subscription each month.

## PERSONNEL

At the end of December 2016, DNA Group had 1,668 employees (1,672 employees), of which 683 were women (673) and 985 men (999).

Salaries and employee benefit expenses paid during the year amounted to EUR 112.9 million (106.9 million).

DNA's human resources management aims to establish a team of top experts at DNA, so that each and every task is performed by a dedicated and qualified person. DNA believes that employee satisfaction is of vital importance to the company's ability to deliver high-quality customer service. DNA participates in the annual Great Place to Work (GPTW) survey to track the company's development as an employer.

The positive development of DNA's personnel satisfaction continued in 2016. The survey in 2016 indicated a significant improvement on the levels reported in 2015,

which were already good. Results improved across the board for the organisation as a whole. The GPTW surveys to date indicate that skilled and committed employees who build a positive working atmosphere and team spirit are DNA's strength. In particular, DNA's employees have given positive feedback on the opportunities provided by DNA for flexible work, including DNA's genuine method of working, which allows employees to decide independently where they work without discussing this with their supervisor.

In 2016, DNA placed special emphasis on supporting employees' professional development. DNA offers various training opportunities such as versatile in-house coaching sessions, personal competence development training and supervisor coaching. DNA also encourages employees' independent study and supports employees' participation in external training activities.

### Personnel by business segment

	2016	2015	2014
Consumer Business	1,012	1,000	1,039
Corporate Business	656	672	709
Total personnel	1,668	1,672	1,748

### Personnel by age group

	2016	2015	2014
< 25	33	45	96
25–35	507	520	549
36–45	608	587	561
46–55	359	370	392
56–65	150	150	150
> 65	11	-	-
Total personnel	1,668	1,672	1,748

### Key personnel indicators

	2016	2015	2014
Average number of personnel	1,677	1,710	1,657
Wages and salaries, EUR million	112.9	106.9	101.0



# CHANGES IN THE GROUP STRUCTURE

There were no significant changes in the Group structure in 2016.

## SIGNIFICANT LITIGATION MATTERS

The processing of the claim related to the trademark dispute between Deutsche Telekom AG and DNA that was filed in January 2008 continues at Helsinki District Court. In February 2016, DNA filed an action in the Market Court against Deutsche Telekom AG and its three T-Systems subsidiaries. DNA requests that the defendant be denied the use of those shades of colour pink or magenta in its marketing in Finland that violate DNA's exclusive rights to certain shades of pink acquired through becoming established earlier,

or other registered or established trademarks of DNA, which, in violation of the Unfair Business Practices Act (1061/1978), is liable to cause confusion with DNA or its services, marketing, trademarks or other distinctive characters, or means taking unfair advantage of their distinctive character or repute, or damages them. Deutsche Telekom AG has denied DNA's claim and proceedings are pending at the Market Court.

# MANAGEMENT AND GOVERNANCE

## Decisions of the Annual General Meeting of 2016

DNA Ltd's Annual General Meeting was held on 31 March 2016. The AGM adopted the financial statements and discharged the Board of Directors and the CEO from liability for the financial period 2015. According to the proposal by the Board of Directors, the AGM agreed to pay a dividend of EUR 4.72 per share for the financial year 2015, EUR 40,062,746.40 in total. No dividend will be paid for treasury shares held by the company. The dividend was paid on 11 April 2016.

PricewaterhouseCoopers continues as the company's auditor, with Authorised Public Accountant Mika Kaarisalo as the principal auditor.

### Board members and compensation

The number of Board members was confirmed to be six. Re-elected members of the Board include Jarmo Leino, Jukka Ottela, Kirsi Sormunen, Tero Ojanperä, Anu Nissinen and Margus Schults. At the constitutive meeting of the Board of Directors held subsequent to the AGM, Jarmo Leino was re-elected Chairman.

The AGM confirmed the following annual compensation: EUR 144,000 for the Chairman of the Board and EUR 48,000 for the members of the Board. Based on the decision of the General Meeting, each member and the Chairman of the Board of Directors are entitled to receive 40% of their annual compensation in DNA shares. Such acquired shares are measured at fair value at acquisition date. Certain conditions apply to the transferability of shares. The AGM also decided on the following payments per meeting: for each member of the Board and Committee Chairs, EUR 1,050 per person and for each committee member, EUR 525 per person.

### The Board's share repurchase authorisation

The AGM authorised the Board of Directors to decide on the repurchase of treasury shares. Based on the authorisation, the Board of Directors can decide on the repurchase of a maximum of 960,000 treasury shares (the number of shares before the share split decision made at the company's Extraordinary General Meeting of 25 October 2016). This is equal to slightly less than 10% of all company shares. The shares can only be repurchased using the company's unrestricted shareholders' equity. The repurchase can take place in one or several instalments. The authorisation will be effective until 30 June 2017. This authorisation cancels the previous authorisation.

## Decisions of DNA Ltd's Extraordinary General Meeting of 25 October 2016

The Extraordinary General Meeting of 25 October 2016 elected Mr. Pertti Korhonen as a new member of the Board of Directors of DNA. The existing members of DNA's Board of Directors will continue as board members. In addition, the Board of Directors decided, conditional upon consummation of the IPO and listing of the DNA, to elect Mr. Pertti Korhonen as the Chairman of the Board of Directors. Mr. Korhonen became the Chairman of the Board on the day following the listing of the company.

The Extraordinary General Meeting decided e.g. to change the company's form from a private limited liability company to public limited liability company and decided on other changes to the company's articles of association including changes required for the contemplated listing. Further, the EGM decided to increase the number of the company's shares by way of a share split, in which new shares will be issued to the shareholders without payment in proportion to their holdings so that, for each share, shareholders received 14 new shares. On 27 October 2016, after the share split, the total number of DNA's shares came to 127,325,850.

In addition, the Extraordinary General Meeting authorised the Board of Directors to decide on a share issue and the granting of options and other special rights entitling to shares.

### DNA became a listed company

DNA submitted a listing application to Nasdaq Helsinki Ltd (the Helsinki Stock Exchange) on 24 November 2016 for the listing of the company's shares on the official list of the Helsinki Stock Exchange and launched an initial public offering (IPO). Before the offering, the shares of the Company have not been subject to trading on a regulated market. DNA's shares were offered to private individuals and entities in Finland, employees of DNA or its wholly-owned subsidiaries in Finland, the members of DNA's Board of Directors and the CEO as well as to institutional investors in Finland and internationally. The final subscription price in the offering was EUR 10.10 per share.

Trading in the DNA share began on the pre-list of Nasdaq Helsinki (the Helsinki Stock Exchange) on 30 November 2016, and on the official list of the Helsinki Stock Exchange on 2 December 2016. Trading in the shares subscribed in the personnel offering began on the Helsinki Stock Exchange on 16 December 2016.

DNA issued 4,977,650 new shares, corresponding to approximately 3.9% of the total number of the company's shares outstanding before the offering. In addition, DNA's largest shareholders Finda Oy and PHP Holding Oy and certain other shareholders sold 35,950,000 existing shares in the company. 3,220,000 new shares were issued to private individuals and entities in Finland and 43,500,207 offer shares were allocated to institutional investors in Finland and internationally.

In addition, DNA issued 271,543 new shares to employees in the personnel offering. The subscription price per share in the personnel offering was 10% lower than the final offer price, i.e. EUR 9.09 per offered share.

The total number of the company's shares was 132,303,500 shares after the new shares offered were registered in the Finnish Trade Register. The total number of shareholders after the offering increased and was more than 10,000 shareholders.

## Board of Directors

Members of DNA's Board of Directors from 1 January to 31 December 2016 were Jarmo Leino (Chairman until 30 November 2016), Jukka Ottela, Kirsi Sormunen, Tero Ojanperä, Anu Nissinen and Margus Schults. The Extraordinary General Meeting of 25 October 2016 elected Mr. Pertti Korhonen as a new member of the Board of Directors of DNA. In addition, the Board of Directors decided, conditional upon consummation of the IPO and listing of the DNA, to elect Mr. Pertti Korhonen as the Chairman of the Board of Directors. Mr. Korhonen became the Chairman of the Board on the day following the listing of the company, i.e. 1 December 2016. Jarmo Leino continued as a member of the Board.

The Board convened 20 times in 2016. The participation rate of the Board of Directors in the meetings was 100%. In addition to its regular duties, the Board focused on strengthening DNA's Corporate Business, cost-efficiency of investments, cooperation related to

the shared mobile communication network constructed by Finnish Shared Network Ltd, fast changes in the operating environment of entertainment business, the efficiency of DNA's ICT infrastructure as well as preparing for the listing the company, monitoring the preparations and making decisions in relation to them.

From 1 January to 31 December 2016, the Audit Committee members included Kirsi Sormunen (Chair), Anu Nissinen and Jukka Ottela. The Audit Committee convened six times in 2016, with a participation rate of 100%.

From 1 January to 31 March 2016, the Compensation Committee comprised Jarmo Leino (Chair), Kirsi Sormunen, Anu Nissinen and Jukka Ottela. On 31 March 2016, DNA Board of Directors nominated Jarmo Leino (Chair), Jukka Ottela and Margus Schults to the Compensation Committee. As of 15 December 2016, Pertti Korhonen was appointed as an additional member to the CC and elected Chair. Jarmo Leino continued as a member of the CC. The CC convened three times, with a participation rate of 100%.

## Executive Team

DNA Plc has a line organisation, comprising of Consumer Business, Corporate Business, Technology, and Information Management and IT units as well as support functions.

At the end of 2016, DNA's Executive Team comprised CEO Jukka Leinonen, CFO Timo Karppinen, Senior Vice President, Consumer Business Pekka Väisänen, Senior Vice President, Corporate Business Hannu Rokka, Senior Vice President, Technology Tommy Olenius, Senior Vice President, Human Resources Marko Rissanen, Senior Vice President, Legal Affairs Asta Rantanen, Senior Vice President, Strategy Christoffer von Schantz and CIO Janne Aalto.

## Corporate Governance Statement

In accordance with the Finnish Corporate Governance Code, DNA publishes a separate Corporate Governance Statement, including salary and compensation report, for 2016. The statement also covers other important aspects of governance at DNA and will be published with DNA's Annual Report on 1 March 2017, separately from the Board of Director's report.

## SHARES

The trading code of the DNA share is "DNA". At the end of the review period, the company's registered shares totalled 132,303,500 (144,275,355) and the share capital registered in the Finnish Trade Register amounted to EUR 72,702,225.65 (EUR 72,702,225.65). In September, the company held 1,129,967 treasury shares, which the Board of Directors decided to cancel at the end of September.

In the share issue of 21 April 2016 related to their annual compensation, members of the Board of Directors subscribed 520 shares in total. These shares were entered into the shareholder register on 4 July 2016.

Trading in the DNA share began on the pre-list of Nasdaq Helsinki (the Helsinki Stock Exchange) on 30 November 2016, and on the official list on 2 December 2016. Since the beginning of trading at the Helsinki Stock Exchange, a total of 56,981 million DNA Plc shares, totalling EUR 95,529 million, were traded on the Helsinki Stock Exchange. The highest quotation of DNA shares was EUR 10.29 and the lowest EUR 9.87. The average rate was EUR 10.09 and volume-weighted average

EUR 10.10. The closing quotation on the last trading day of the year, 30 December 2016, was EUR 10.15.

### Shareholders and flagging notifications

The number of registered shareholders totalled 11,646 at the end of 2016. At the end of December, the proportion of nominee registrations and direct foreign shareholders was 17.9%.

On 30 December 2016, the largest shareholders of DNA Plc were Finda Oy (33.44%), PHP Holding Oy (23.94%), Ilmarinen Mutual Pension Insurance Company (4.82%), Anvia Oyj (2.21%) and Danske Bank (1.80%). At the end of 2016, they held a total of 66.21% of DNA's shares and voting rights. The holdings were calculated based on the number of outstanding shares.

Under the provisions of the Securities Markets Act, a shareholder of a listed company has an obligation to inform the Financial Supervisory Authority and the listed company in question of the changes in its holding in the listed company's shares. In 2016, DNA did not receive any such flagging notifications.

## SECTOR BREAKDOWNS

### Nature of ownership 31.12.2016

Shareholders by sector	No. of shares	% of share capital
Households	4,365,584	3.30%
Public sector institutions	10,448,642	7.90%
Financial and insurance institutions	8,684,945,	6.56%
Corporations	83,850,302	63.38%
Non-profit institutions	1,069,936	0.81%
Non-Finnish ownership	187,726	0.14%
Nominee registered	23,696,365	17.91%
Total	132,303,500	100%

## DISTRIBUTION OF SHARES

### Breakdown by size of holding

No. of shares	No. of shareholders	% of shareholders	No. of shares	% of shares
1-100	3,069	26.35	269,947	0.20
101-500	6,101	52.39	1,398,064	1.06
501-1000	1,526	13.10	1,026,764	0.78
1,001-5,000	737	6.33	1,439,386	1.09
5,001-100,000	181	1.55	2,895,780	2.19
100,001-500,000	16	0.14	4,073,066	3.08
500,001-	16	0.14	121,200,793	91.61
Total	11,646	100	132,303,500	100

### Stabilisation measures of DNA's share

Stabilisation measures of DNA's share were carried out first in the pre-list of the Helsinki Stock Exchange and later on the official list within 30 days of the announcement of the final subscription price. Stabilisation measures are performed in accordance with Regulation (EU) No 596/2014 of the European Parliament and of the Council on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC.

At the end of the year, DNA's market capitalisation was EUR 1,343 million.

### Shares held by members of the Executive Team at the end of 2016

- Jukka Leinonen: 24,501
- Pekka Väisänen: 10,000
- Hannu Rokka: 4,500
- Timo Karppinen: 12,200
- Tommy Olenius: 8,900
- Asta Rantanen: 5,576
- Marko Rissanen: 3,375
- Christoffer von Schantz: 5,375
- Janne Aalto: 6,700

### Shares held by members of the Board of Directors at the end of 2016

- Pertti Korhonen: 11,001
- Jarmo Leino: 26,450
- Jukka Ottela: 19,241
- Kirsi Sormunen: 2,000
- Tero Ojanperä: 10,440
- Anu Nissinen: 15,917
- Margus Schults: 6,875

### DNA's financial objectives and dividend policy

DNA aims for a payout ratio of some 70 to 90% of DNA's free cash flow to equity for the financial year.

DNA's medium-term financial objectives:

- Net sales growth above market average
- EBITDA margin of at least 30%
- Operative capital expenditure of less than 15% of net sales
- Net debt/EBITDA ratio of less than 2.0%

# CORPORATE RESPONSIBILITY

DNA continued the practical implementation of its new corporate responsibility strategy in the last quarter of 2016. In 2016, more than 940 DNA employees participated in discussion or training sessions related to responsibility. Responsibility strategy supports DNA's business objectives and emphasises DNA's responsible attitude towards its customers.

DNA takes responsibility over the environmental effects of its operations. While the strong expansion of DNA's networks and business continues, DNA aims to reduce its total emissions by 15% by 2020 from the levels reported in 2014. The company also aims to improve the energy-efficiency of its networks and to reduce emissions from its radio network in proportion to annual data transfer volumes by 80% by 2020 from 2014. In May 2016, DNA signed up to Society's Commitment to Sustainable Development.

Modernisation of base stations continued as planned. By the end of 2016, more than 90% of the old base stations had been replaced with more energy-efficient

models. The project is expected to be completed by the end of 2017.

DNA continued the pilot project as part of the Family Federation of Finland's family-friendly work initiative, which supports DNA's strategic goal of being one of the most desired employers in Finland.

DNA is a main partner of the "HundrED – 100 Koulua" initiative that was launched in December 2015. The initiative is searching for 100 education innovations that will be developed and trialled with a selection of Finnish schools and education experts. DNA is also one of the main partners of SOS Children's Village, supporting it financially and providing data communication connections for its premises.

DNA's Corporate Responsibility report for 2016 is included in the Annual Report, which will be published on 1 March 2017.

# SIGNIFICANT RISKS AND UNCERTAINTIES

Risk management is part of DNA's strategy process and corporate governance. It is guided by the risk management policy approved by the Board of Directors. The Audit Committee of the Board monitors the implementation of risk management. The CEO is responsible for the practical organisation of risk management and maintenance of the risk management policy. Risk management is a means of ensuring that any risks affecting DNA's business are identified, controlled and monitored.

A more detailed description of DNA's business risks and uncertainties is available in the Corporate Governance Statement, which will be published on 1 March 2017.

## Strategic and operative risks

Continued uncertainty related to the overall economic situation continues to have some effect, in particular on the demand for TV services and the corporate market.

The Finnish telecommunications market is characterised by tough competition between established operators, and a high degree of penetration. DNA operates in Finland, a market where the number of mobile phones per capita is among the highest in the world, which limits the prospects of future growth in the number of subscriptions.

DNA closely monitors changes in the operating environment and the resulting possible new business opportunities, which always involve higher risks than conventional and established business operations.

## New communication methods and continuous technological development

The rapid phase of technological development affects the entire telecommunication industry and DNA's operations. Alongside traditional communications methods, technological development and new types of services and devices can create new revenue models. Customer behaviour can change rapidly if new services are reliable and easy to use.

As new communications methods gain widespread popularity, they have an impact on the traditional business of operators.

## Intense competition in entertainment business

International players have a strong presence in the competitive environment of TV and entertainment services. DNA faces competition from traditional operators, but also increasingly from OTT (over-the-top content) service providers that deliver content over the Internet to mobile devices. The role of media companies' own distribution channels and services is also becoming more important.

The ongoing shift in media use will provide both new risks and opportunities while content rights are being negotiated. DNA monitors the TV and entertainment service market intensively and continuously enhances its service offering to anticipate changes in the market.

## System and network risks

The nature of DNA's operations and customer requirements place high demands on DNA's information systems and network infrastructure. DNA's business is capital-intensive, and the company's success depends on its ability continuously to maintain and improve its network infrastructure. Use of mobile devices that have a constant network connection is increasing strongly among both business and private users. M2M (machine-to-machine) subscriptions and the Industrial Internet will further expand the volume of data traffic. The role of good information security and data security gain in importance as the use of smart devices and Industrial Internet gain ground.

DNA has invested into high-quality data systems and data analytics tools in 2016 to deepen customer understanding and create a multi-channel customer experience. DNA's business operations depend on IT systems, which involve several interconnected risks.

To optimise the availability of its communications services, DNA employs a range of methods. These include establishing back-up solutions for critical transfer connections by using at least two different routes. Other methods involve duplicating and decentralising the main data centre and communication service systems in the company's equipment facilities.

### Regulatory risks

The legislative preparation, interpretation and implementation of EU roaming regulations is still largely incomplete. The elimination of roaming charges and the uncertainty of the level of wholesale roaming charges may have an unfavourable effect on DNA's business. The interpretation and implementation of net neutrality regulations is also incomplete, and may have a significant impact on DNA's broadband business.

### Financing risks

In order to manage the interest rate risk, the Group's borrowings have been spread between fixed- and variable-rate instruments. In order to manage liquidity risk, in addition to liquid assets the company uses credit limits. To manage customer credit risk, the credit history of new customers is checked as part of the ordering process. The Group's foreign interest risk is insignificant, since the majority of its cash flow is euro denominated.

A more detailed description of the management of financing risks can be found in Note 3 to the consolidated financial statements in DNA's Annual Report.

### Damage risk

In anticipation of possible unforeseen damage risks, DNA has continuous insurance policies covering aspects of its operations including personnel, property, business interruption, third-party liability and criminal action. Damager risks are prevented and minimised by means such as security guidelines and personnel training.



# EVENTS AFTER THE REVIEW PERIOD

DNA's Board of Directors decided in its meeting on 30 January 2017 to establish a new long-term share-based incentive scheme for senior management and other key employees of the company. The main structure of the system is a Performance Share Plan (PSP) and the Board of Directors decided that a bridge element between DNA's long-term share-based compensation plan launched in 2014, and the new long-term share-based incentive scheme that will begin in 2017, will be covered with an adjusted short-term incentive earning opportunity (Bridge Plan). In addition, DNA has a Restricted Share Plan (RSP).

The PSP consists of separate, share-based reward programmes that begin annually. Each programme has a three-year vesting period. The start of each new programme requires a separate decision by the Board of Directors. The first programme (PSP 2017) starts at the beginning of 2017. Any share-based rewards earned through it will be paid in the spring of 2020, if the performance targets set by the Board of Directors are reached.

The first programme will be built on the following performance targets: DNA's total shareholder return (TSR) compared to a peer group over the period 2017-2019, and DNA's cumulative cash flow in 2017-2019. The first programme has about 50 participants, and the maximum number of shares to be handed out will be 471,000 (gross amount from which applicable withholding tax will be deducted, and the remaining net amount will be paid as shares).

The Bridge Plan for the transition period consists of two, three-year-long share-based reward programmes. These programmes have a year-long vesting period and a two-year restriction period. The programmes will begin in 2017 and 2018. Any share-based rewards based on the 2017 programme will be handed out in the spring of 2018, if the performance targets set by the Board of Directors are reached. Shares received as a reward cannot be transferred during a two-year restriction period after the vesting period.

The performance targets applicable to the share-based reward system during the transition period are based on DNA's key strategic objectives for the vesting periods in question. The first programme has about 50 participants, and the maximum number of shares to be handed out will be 157,300 (gross amount from which applicable withholding tax will be deducted, and the remaining net amount will be paid as shares).

The restricted share-based reward system can be used as a complementary tool for committing employees in specific situations, such as during acquisitions and recruitment. The Restricted Share Plan consists of share-based incentive programmes that begin every year. Each program consists of a three-year restriction period, after which the shares allocated in the beginning of each respective programme are paid to the participants, provided that their employment DNA continues until the payment of the rewards. The start of each new programme requires a separate decision by the Board of Directors.

The first program (RSP 2017) will begin in early 2017, and the rewards earned will be handed out in the spring of 2020. The RSP typically applies to only a few individuals per year. The maximum number of shares to be handed out under the first programme (RSP 2017) will be 45,000 (gross amount from which applicable withholding tax will be deducted, and the remaining net amount will be paid as shares).

DNA adheres to the recommendation on the shareholdings of the Group Executive Team. According to the recommendation, each Executive Team member should own a share in the company, which corresponds to his or her annual fixed gross salary. In order to achieve the recommended ownership, the Executive Team members must retain ownership of at least 50% of the shares they have received through the above-mentioned, share-based incentive systems (calculated based on the net amount of shares left after deduction of the applicable withholding tax), until the person's share in DNA is in line with the recommendation.

The maximum number of shares to be handed out within the above mentioned three share-based incentive systems have been redefined due the change in calculation, from what was published originally on January 31, 2017.

## OUTLOOK FOR 2017

### Market outlook

The Finnish economy is returning to growth and the value of the telecommunications market has also returned to the growth path. Competition is expected to remain intense in 2017.

In addition to the overall economic situation, net sales and the profitability of the industry are being affected by the increased popularity of IP-based communications solutions driven by the growing number of smart phones and tablets. Moreover, they are affected by the reduction in interconnection prices in the mobile communication network and intense competition in the mobile communication and fixed-line broadband markets in particular.

Strong growth of mobile data use is expected to continue, boosted by the growing number of 4G subscriptions, increased mobile data usage per user as well as growing number of connected mobile devices. In the coming years, mobile data use will shift mostly to 4G networks. Steady growth in the demand for 4G subscriptions continues, and customers are prepared to pay more for faster data connections.

In the consumer market, consumer demand for fast broadband subscriptions and entertainment services in particular is expected to increase. Fixed-network

broadband customers are expected to continue to switch to housing company subscriptions. The fixed-network mobile broadband subscription base is expected to remain relatively steady in the near future.

In the mobile communication networks, SMS and voice traffic is expected to fall slightly. The market for fixed-network voice services is expected to continue declining.

Due to the overall economic situation, organisations will continue to seek cost savings, but they also increasingly need to implement new ICT solutions to improve the productivity of their business. More mobile and versatile ways of working will boost demand for services such as cloud and video conference services. Companies transfer their applications to the cloud to increase their operational efficiency, which will boost the demand for secure high speed connections. The demand for Industrial Internet solutions, and subsequently for M2M subscriptions, is expected to grow.

### DNA's outlook for 2017

DNA's net sales are expected to remain at a same level and the comparable operating result is expected to improve somewhat in 2017 compared to 2016. The Group's financial position and liquidity is expected to remain at a healthy level.

## BOARD OF DIRECTORS' PROPOSAL ON DIVIDEND PAYMENT

DNA Plc's distributable funds in the financial statements amount to EUR 208,858,264, of which profit for the financial year came to EUR 45,686,058.

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.55 per share be paid for the financial period 2016.

Based on the number of shares at the end of the year, the total dividend to be paid comes to EUR 72,766,925. The Board of Directors proposes that the remaining non-restricted equity will be retained and carried forward.

### DNA's Annual General Meeting 2017

DNA's Annual General Meeting will take place at the Finlandia Hall in Helsinki on 22 March 2017 at 10am. DNA's Board of Directors will issue an invitation to the Annual General Meeting.

DNA Plc

Board of Directors

# GROUP KEY FIGURES

EUR million	2016	2015	2014	2013
Net sales	<b>858.9</b>	828.8	831.5	765.1
EBITDA	<b>236.3</b>	227.7	202.2	189.4
- % of net sales	<b>27.5%</b>	27.5%	24.3 %	24.8%
Comparable EBITDA	<b>247.1</b>	226.7	211.0	195.0
- % of net sales	<b>28.8%</b>	27.3%	25.4%	25.5%
Depreciation, amortisation and impairment	<b>145.0</b>	154.6	176.6	147.1
Operating result, EBIT	<b>91.2</b>	73.1	25.6	42.3
- % of net sales	<b>10.6%</b>	8.8%	3.1%	5.5%
Comparable operating result, EBIT	<b>102.1</b>	72.0	55.7	47.9
- % of net sales	<b>11.9%</b>	8.7%	6.7%	6.3%
Net result before tax	<b>81.7</b>	61.6	15.2	36.3
Net result for the period	<b>65.2</b>	50.0	12.4	27.9
Return on investment (ROI), %	<b>9.6</b>	7.6	2.8	5.2
Return on equity (ROE), %	<b>11.6</b>	9.7	2.4	5.3
Capital expenditure	<b>143.6</b>	154.7	149.6	128.4
Cash flow after investing activities	<b>83.5</b>	97.3	-123.7	-33.6
Free cash flow to equity	<b>92.6</b>	101.5	48.7	19.2
Net debt, EUR million	<b>321.7</b>	412.3	479.4	326.7
Net debt/EBITDA	<b>1.36</b>	1.81	2.37	1.72
Net gearing, %	<b>53.9</b>	78.5	95.1	62.7
Equity ratio, %	<b>48.4</b>	44.1	41.4	49.4
Personnel at the end of period	<b>1,668</b>	1,672	1,748	1,563

# RECONCILIATION OF COMPARABLE KEY FIGURES

EUR thousand	2016	2015	2014	2013
<b>EBITDA</b>	<b>236,290</b>	227,714	202,227	189,406
Direct transaction costs of the listing	<b>6,486</b>	-	-	-
Cost impacts on the share-based compensation plan of the listing	<b>3,795</b>	-	-	-
Restructuring costs	<b>528</b>	-	4,806	-
Net gains from business disposals	-	-1,055	-	-
Direct transaction costs related to business acquisitions	-	-	3,290	1,278
VAT sanctions, previous periods	-	-	630	1,771
Costs related to a study on the strategic alternatives	-	-	-	2,554
<b>Comparable EBITDA</b>	<b>247,100</b>	226,659	210,954	195,009
<b>Operating result</b>	<b>91,249</b>	73,093	25,601	42,312
Direct transaction costs of the listing	<b>6,486</b>	-	-	-
Cost impacts on the share-based compensation plan of the listing	<b>3,795</b>	-	-	-
Restructuring costs	<b>528</b>	-	4,806	-
Net gains from business disposals	-	-1,055	-	-
Direct transaction costs related to business acquisitions	-	-	3,290	1,278
VAT sanctions, previous periods	-	-	630	1,771
Costs related to a study on the strategic alternatives	-	-	-	2,554
Write-off of the PlusTV brand	-	-	12,490	-
Write-off of other non-current assets	-	-	8,862	-
<b>Comparable operating result</b>	<b>102,059</b>	72,038	55,680	47,914

# FREE CASH FLOW TO EQUITY

EUR thousand	2016	2015	2014	2013
<b>Comparable EBITDA</b>	<b>247,100</b>	226,660	210,954	195,009
Operative capital expenditure	<b>-136,890</b>	-147,950	-142,839	-121,701
<b>Operating free cash flow</b>	<b>110,210</b>	78,710	68,115	73,308
Interest paid, net	<b>-8,608</b>	-7,792	-9,183	-7,727
Income taxes, paid	<b>-5,180</b>	2,096	-10,678	-17,731
Adjusted change in net working capital	<b>-1,497</b>	37,917	-2,175	-27,200
Change in provisions	<b>-2,307</b>	-9,447	2,620	-1,412
<b>Free cash flow to equity</b>	<b>92,617</b>	101,484	48,699	19,238

# CASH FLOW AND FINANCIAL KEY FIGURES

	2016	2015	2014	2013
Cash flow after investing activities, EUR million	<b>83.5</b>	97.3	-123.7	-33.6
Net debt, EUR million	<b>321.7</b>	412.3	479.4	326.7
Net debt/EBITDA	<b>1.36</b>	1.81	2.37	1.72
Net gearing, %	<b>53.9</b>	78.5	95.1	62.7
Equity ratio, %	<b>48.4</b>	44.1	41.4	49.4

## PER-SHARE KEY FIGURES

Per-share key indicators*	2016	2015	2014	2013
Basic earnings per share, EUR	<b>0.51</b>	0.39	0.10	0.22
Diluted earnings per share, EUR	<b>0.51</b>	0.39	0.10	0.22
Equity per share, EUR***	<b>4.5</b>	4.1	4.0	4.1
Dividend per share, EUR	<b>0.55**</b>	0.31	0.24	0.24
Dividend per earnings, %	<b>108%</b>	81%	242%	108%
Effective dividend yield, %	<b>5.42 %</b>	-	-	-
Price/earnings ratio (P/E)	<b>19.9</b>	-	-	-
Share price development				
Lowest price	<b>9.87</b>	-	-	-
Highest price	<b>10.29</b>	-	-	-
Average price	<b>10.09</b>	-	-	-
Market capitalisation	<b>1,342,880,525</b>	-	-	-
Trading volume for the financial period	<b>56,981,069</b>	-	-	-
Trading volume for the financial period, %	<b>44.6%</b>	-	-	-
Weighted average adjusted number of shares during the financial period (1,000)	<b>127,733</b>	127,306	127,183	127,178
Adjusted number of shares at the end of the financial period (1,000)	<b>132,304</b>	127,318	127,187	127,178

\*The DNA Plc Extraordinary General Meeting of 25 October 2016 decided on a share split through share issue without payment, and the issued shares were registered in the Finnish Trade Register on 27 October 2016. In the share split, shareholders received 14 new shares for each old share and 118,837,460 new shares were issued, bringing the total number of the company's shares to 127,325,850. The split had no effect on the company's share capital or capital structure. Share key figures have been adjusted according to the new number of shares.

\*\*Board of Directors' proposal

\*\*\*Calculated from consolidated equity. Earnings per share, EUR in the Financial Statements Bulletin was calculated from parent company equity.

# KEY OPERATIVE INDICATORS

	2016	2015	2014	2013
<b>Number of mobile communication network subscriptions at end of period*</b>	<b>2,742,000</b>	2,621,000	2,505,000	2,450,000
DNA's own customers*	<b>2,721,000</b>	2,618,000	2,483,000	2,377,000,
Revenue per user (ARPU), EUR**	<b>17.1</b>	17.0	17.8	18.2
Customer CHURN rate, %**	<b>16.1</b>	16.0	16.9	17.1
<b>Number of fixed line subscriptions at end of period</b>	<b>1,113,000</b>	1,120,000	1,108,000	1,016,000
Broadband subscriptions	<b>440,000</b>	436,000	415,000	322,000
Cable TV subscriptions	<b>608,000</b>	606,000	593,000	591,000
Telephone subscriptions	<b>65,000</b>	78,000	100,000	103,000

\*includes voice and mobile broadband subscriptions

\*\*includes postpaid subscriptions

## CALCULATION OF KEY FIGURES

Net debt (EUR) = Non-current and current borrowings - cash and cash equivalents

Net gearing, % =  $\frac{\text{Net debt}}{\text{Total equity}}$

Equity ratio, % =  $\frac{\text{Total equity}}{\text{Total assets} - \text{advances received}}$

EBITDA (EUR) = Operating result (EBIT) + depreciation, amortisation and impairments

Return on investment (ROI), % \* =  $\frac{\text{Net result before income taxes} + \text{finance expense}}{\text{Total equity} + \text{borrowings (average for the period)}}$

Return on equity (ROE), % \* =  $\frac{\text{Net result for the period}}{\text{Total equity (average for the period)}}$

Net debt/EBITDA\* =  $\frac{\text{Net debt}}{\text{Operating result} + \text{depreciation} + \text{amortisation} + \text{impairments}}$

Comparable EBITDA (EUR) = EBITDA excluding items affecting comparability

Comparable operating result, EBIT (EUR) = Operating result, EBIT excluding items affecting comparability

Items affecting comparability = Items affecting comparability being material items outside ordinary course of business such as net gain or losses from business disposals, direct transaction costs related to business acquisitions, write-off of non-current assets, costs for closure of business operations and restructurings, fines or other similar payments, damages as well as costs related to a one time study on the Company's strategic alternatives to grow its shareholder base, costs related to the strategic assessment work of the Board of Directors as well as direct transaction costs of and cost impacts of the listing.

Cash flow after investing activities (EUR) = Net cash generated from operating activities + net cash used in investing activities

Capital expenditure (EUR) = Capital expenditure comprise additions to property, plant and equipment and intangible assets excluding business acquisitions, gross acquisition cost of spectrum licence and additions through finance leases and asset retirement obligations and including annual cash instalments for the spectrum licence.

Operating free cash flow = Comparable EBITDA - operative capital expenditure

Free cash flow to equity (FCFE) = Comparable EBITDA – total capital expenditure excluding the annual cash instalment for spectrum licences - change in net working capital including an adjustment between operative capex and cash-based capex in order to present FCFE on a cash basis, however excluding cash instalments for spectrum licences and adjusted with the items affecting comparability - net interest paid - income taxes paid - change in provisions adjusted with the items affecting comparability.

\*12-month adjusted



DNA presents alternative performance measures as additional information to financial measures presented in the consolidated income statement, consolidated statement of financial position and consolidated statement of cash flows prepared in accordance with IFRS. In DNA's view, alternative performance measures provide significant additional information on DNA's results of operations, financial position and cash flows and are widely used by analysts, investors and other parties.

DNA presents comparable EBITDA and comparable EBIT, which have been adjusted with material items outside of ordinary course of business to improve comparability between periods. EBITDA, comparable EBITDA and comparable EBIT are presented as complementing measures to the measures included in the consolidated income statement because, in DNA's view, they increase understanding of DNA's results of

operations. Net debt, ratio of net debt to EBITDA, net gearing, equity ratio, return on equity and return on investment are presented as complementing measures because, in DNA's view, they are useful measures of DNA's ability to obtain financing and service its debts. Capital expenditure, operative capital expenditure, cash flow after investing activities, operating free cash flow and free cash flow to equity provide also additional information of the cash flow needs of DNA's operations.

Alternative performance measures should not be viewed in isolation or as a substitute to the IFRS financial measures. All companies do not calculate alternative performance measures in a uniform way, and therefore DNA's alternative performance measures may not be comparable with similarly named measures presented by other companies.

## CALCULATION OF PER-SHARE KEY FIGURES

Earnings per share (EUR) =	$\frac{\text{Result for the financial period attributable to equity holders of the parent company}}{\text{Weighted number of shares during the financial period excluding treasury shares}}$
Equity per share (EUR) =	$\frac{\text{Equity attributable to equity holders of the parent company}}{\text{Number shares on balance sheet date}}$
Dividend per share (EUR) =	$\frac{\text{Dividend distribution for the financial period}}{\text{Number shares on balance sheet date}}$
Dividend per earnings (%) =	$\frac{\text{Dividend per share}}{\text{Earnings per share}}$
Price/earnings ratio (P/E) =	$\frac{\text{Stock price per share}}{\text{Earnings per share}}$

# CONSOLIDATED INCOME STATEMENT

EUR in thousands	Note	1 Jan–31 Dec 2016	1 Jan–31 Dec 2015
<b>Net sales</b>	5	<b>858,887</b>	828,800
Other operating income	6	<b>3,822</b>	4,283
Materials and services		<b>-383,313</b>	-375,009
Employee benefit expenses	9	<b>-112,877</b>	-106,850
Depreciation, amortisation and impairments	8	<b>-145,041</b>	-154,622
Other operating expenses	7	<b>-130,228</b>	-123,510
<b>Operating result, EBIT</b>		<b>91,249</b>	73,093
Finance income	10	<b>920</b>	986
Finance expense	11	<b>-10,504</b>	-12,499
Share of associates' results	16	<b>18</b>	14
<b>Net result before income tax</b>		<b>81,683</b>	61,593
Income tax expense		<b>-16,474</b>	-11,544
<b>Net result for the period</b>	12	<b>65,209</b>	50,049
Attributable to:			
Owners of the parent		<b>65,209</b>	50,049
Earnings per share for net result attributable to owners of the parent:			
Earnings per share, basic (EUR)	13	<b>0.51</b>	0.39
Earnings per share, diluted (EUR)	13	<b>0.51</b>	0.39

Notes are an integral part of the consolidated financial statements.

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

EUR in thousands	Note	1 Jan–31 Dec 2016	1 Jan–31 Dec 2015
Net result for the period		<b>65,209</b>	50,049
<b>Items that will not be reclassified to profit or loss:</b>			
Remeasurements of post employment benefit obligations	24	<b>-155</b>	249
Items that may be reclassified subsequently to profit or loss:			
Cash flow hedges	11	<b>0</b>	112
<b>Other comprehensive income, net of tax:</b>		<b>-155</b>	361
<b>Total comprehensive income</b>		<b>65,053</b>	50,410
Attributable to:			
Owners of the parent		<b>65,053</b>	50,410

Notes are an integral part of the consolidated financial statements.

## FINANCIAL STATEMENTS

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

EUR in thousands	Note	1 Jan–31 Dec 2016	1 Jan–31 Dec 2015
<b>Assets</b>			
<b>Non-current assets</b>			
Goodwill	15	327,206	327,206
Other intangible assets	15	187,153	158,429
Property, plant and equipment	14	427,126	443,877
Investments in associates	16	1,199	1,186
Available-for-sale financial assets	17	215	215
Trade and other receivables	18	36,277	37,874
Deferred tax assets	19	14,704	18,840
<b>Total non-current assets</b>		<b>993,880</b>	<b>987,626</b>
<b>Current assets</b>			
Inventories	20	21,725	21,082
Trade and other receivables	18	189,241	176,591
Income tax receivables		7,687	5,940
Cash and cash equivalents	21	46,238	25,266
<b>Total current assets</b>		<b>264,891</b>	<b>228,879</b>
<b>Total assets</b>		<b>1,258,771</b>	<b>1,216,505</b>
<b>Equity</b>			
<b>Equity attributable to owners of the parent</b>			
Share capital	22	72,702	72,702
Reserve for invested unrestricted equity	22	652,719	607,335
Treasury shares	22	0	-103,388
Retained earnings		-194,203	-101,778
Net result for the period		65,209	50,049
<b>Total equity</b>		<b>596,427</b>	<b>524,920</b>

## Liabilities

### Non-current liabilities

Borrowings	26	327,659	362,334
Employment benefit obligations	24	2,097	1,939
Provisions	25	10,739	13,023
Deferred tax liabilities	19	25,671	28,285
Other non-current liabilities		22,957	12,502
<b>Total non-current liabilities</b>		<b>389,123</b>	<b>418,082</b>

### Current liabilities

Borrowings	26	40,290	75,210
Provisions	25	1,351	1,004
Trade and other payables	27	221,340	197,271
Income tax liabilities		10,240	18
<b>Total current liabilities</b>		<b>273,221</b>	<b>273,503</b>
<b>Total liabilities</b>		<b>662,344</b>	<b>691,585</b>
<b>Total equity and liabilities</b>		<b>1,258,771</b>	<b>1,216,505</b>

Notes are an integral part of the consolidated financial statements.

# CONSOLIDATED STATEMENT OF CASH FLOWS

EUR in thousands	2016	2015 Restated*
<b>Cash flows from operating activities</b>		
Net result for the period	65,209	50,049
Adjustments 1)	169,053	167,003
Change in net working capital 2)	16,375	35,651
Dividends received	6	6
Interest paid	-8,418	-6,768
Interest received	492	463
Other financial items	-682	-1,487
Income taxes paid	-5,180	2,096
<b>Net cash generated from operating activities</b>	<b>236,855</b>	<b>247,012</b>
<b>Cash flows from investing activities</b>		
Investments in property, plant and equipment (PPE) and intangible assets	-152,405	-152,398
Proceeds from sale of PPE	303	1,026
Other investments	-1,268	1,637
<b>Net cash used in investing activities</b>	<b>-153,370</b>	<b>-149,735</b>
<b>Cash flows from financing activities</b>		
Proceeds from share issue	50,067	158
Direct costs relating to share issue	-2,209	0
Dividend payments	-40,063	-30,041
Proceeds from borrowings	59,864	274,561
Repayment of borrowings	-130,170	-327,288
<b>Net cash generated from (used in) financing activities</b>	<b>-62,512</b>	<b>-82,610</b>

Change in cash and cash equivalents	<b>20,973</b>	14,667
Cash and cash equivalents at beginning of year	<b>25,266</b>	10,599
Cash and cash equivalents at end of year	<b>46,238</b>	25,266

1) Adjustments:

Depreciation, amortisation and impairment	<b>145,041</b>	154,622
Gains and losses on disposals of non-current assets	<b>-250</b>	-1,215
Other non-cash income and expense	<b>-18</b>	-14
Finance income and expense	<b>9,584</b>	11,513
Income tax expense	<b>16,474</b>	11,544
Change in provisions	<b>-1,779</b>	-9,447
<b>Total adjustments</b>	<b>169,053</b>	167,003

2) Change in net working capital:

Change in trade and other receivables	<b>-10,332</b>	15,216
Change in inventories	<b>-643</b>	-1,585
Change in trade and other payables	<b>27,351</b>	22,020
<b>Change in net working capital</b>	<b>16,375</b>	35,651

\* Note 32

Notes are an integral part of the consolidated financial statements.

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

EUR in thousands	Note	Share capital	Hedge reserve	Reserve for invested unrestricted equity	Treasury shares	Retained earnings	Total equity
<b>1 January 2015</b>		<b>72,702</b>	<b>-112</b>	<b>607,335</b>	<b>-103,546</b>	<b>-72,235</b>	<b>504,144</b>
<b>Comprehensive income</b>							
Net result for the period						50,049	50,049
<b>Other comprehensive income</b>							
Remeasurements of post employment benefit obligations						249	249
Cash flow hedges	11		112				112
Total other comprehensive income, net of tax			112			249	361
<b>Total comprehensive income</b>		<b>0</b>	<b>112</b>	<b>0</b>	<b>0</b>	<b>50,298</b>	<b>50,410</b>
<b>Transactions with owners</b>							
Share issue					158	-158	0
Share-based payments	23					407	407
Dividends relating to 2014	22					-30,041	-30,041
<b>Total contribution by and distributions to owners</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>158</b>	<b>-29,792</b>	<b>-29,634</b>
<b>31 December 2015</b>		<b>72,702</b>	<b>0</b>	<b>607,335</b>	<b>-103,388</b>	<b>-51,729</b>	<b>524,920</b>



EUR in thousands	Note	Share capital	Hedge reserve	Reserve for invested unrestricted equity	Treasury shares	Retained earnings	Total equity
<b>1 January 2016</b>		<b>72,702</b>	<b>0</b>	<b>607,335</b>	<b>-103,388</b>	<b>-51,729</b>	<b>524,920</b>
<b>Comprehensive income</b>							
Net result for the period						65,209	65,209
<b>Other comprehensive income</b>							
Remeasurements of post employment benefit obligations						-155	-155
Total other comprehensive income, net of tax						-155	-155
<b>Total comprehensive income</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>65,053</b>	<b>65,053</b>
<b>Transactions with owners</b>							
Share issue				50,067	67	-67	50,067
Expenses paid in connection with share issue net of tax				-4,999			-4,999
Reclassification				316			316
Cancellation of treasury shares					103,321	-103,321	0
Share-based payments	23					1,132	1,132
Dividends relating to 2015	22					-40,063	-40,063
<b>Total contribution by and distributions to owners</b>		<b>0</b>	<b>0</b>	<b>45,384</b>	<b>103,388</b>	<b>-142,319</b>	<b>6,454</b>
<b>31 December 2016</b>		<b>72,702</b>	<b>0</b>	<b>652,719</b>	<b>0</b>	<b>-128,995</b>	<b>596,427</b>

Notes are an integral part of the consolidated financial statements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 1. GENERAL INFORMATION

DNA Group (“DNA”, the “Company”) is a national supplier of mobile communication services. The parent company of DNA Group is DNA Plc domiciled in Helsinki, Finland at the registered address Lökkisepantie 21.

Copies of the Consolidated Financial Statements are available online at [www.dna.fi](http://www.dna.fi) or at the Group parent company head office at Lökkisepantie 21, 00620 Helsinki, Finland.

DNA Plc’s Board of Directors approved the release of these consolidated financial statements at a meeting on 30 January 2017. Under the Finnish Limited Liability Companies Act, shareholders can approve or disapprove the consolidated financial statements in the Annual General Meeting held after the release. The Annual General Meeting is also entitled to amend the consolidated financial statements.

## 2. ACCOUNTING PRINCIPLES

### Basis of preparation

The Consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) the IAS and IFRS standards as well as SIC and IFRS interpretations applicable as at 31 December 2015. International Financial Reporting Standards refer to the standards and interpretations applicable by corporations set out by the Finnish Accounting Act and other regulations set out on the basis of this ordinance enforced for application in accordance with the procedure stipulated in the regulation (EC) No 1606/2002 of the European Parliament and of the Council. The notes to the Consolidated financial statements also comply with Finnish accounting and corporate legislation complementing the IFRS standards.

The Consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial assets, and financial assets and financial liabilities at fair value through the income statement. The consolidated financial statements are presented in thousand euros.

### New and amended standards adopted by the Group

The Group has adopted the followings standards and amended standards during the financial year commencing 1 January 2016:

The Annual Improvements process collects small and less urgent amendments to the standards and implements them once a year. The amendments had no material effect on the Group’s financial statements. Other

amendments that came into effect from the beginning of the financial year had no material impact on the Group’s financial statements.

### Subsidiaries

The Consolidated financial statements comprise the parent company DNA Plc and all its subsidiaries. Subsidiaries are all entities over which the Group has control. The Group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity.

The acquisition method of accounting is applied to business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest’s proportionate share of the acquirees’ net assets.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the group’s share of the identifiable net assets acquired is recorded as goodwill.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

All inter-company transactions, receivables, liabilities, unrealised gains and internal profit distribution are eliminated in the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Distribution of profit between parent company shareholders and non-controlling shareholders is presented in the income statement, and non-controlling interest in equity is presented in the balance sheet as a separate component of shareholder's equity. The Group did not have any non-controlling shareholders during the 2015-2016 financial periods.

### **Associated companies**

Associated companies are companies in which the Group has a significant influence. A significant influence is realised if the Group holds more than 20 per cent of the voting rights or otherwise has a significance influence without exercising full control.

Associated companies are consolidated using the equity method. If the Group's share of the associated companies' losses exceeds the carrying amount of the investment, the investment is recognised in the balance sheet at zero value and the portion of the losses exceeding the carrying amount is not consolidated unless the Group has agreed to meet the associated companies' obligations. Unrealised profits between the Group and its associated companies are eliminated to the extent of the Group's share of ownership. The investment in each associated company includes goodwill arising from the acquisition. The Group's share of the associated companies' result for the financial year corresponding the Group's share of ownership is recognised separately below the operating result line. The Group's share of its associates' movements in other comprehensive income is recognised in the Group's other comprehensive income. The Group's associates have not had any such items during the financial years 2015 and 2016.

### **Joint arrangements**

Joint arrangement refers to an arrangement where two or more entities jointly control an arrangement. Joint arrangements are classified either as a joint venture or a joint operation. A joint venture is a joint arrangement whereby the Group has rights to the net assets of the arrangement, whereas in a joint operation, the Group has rights to the assets, and obligations for the liabilities, relating to the arrangement.

Suomen Yhteisverkko Oy, established during the reporting period 2014 is accounted for in accordance to IFRS 11 as a joint operation. The parties control the arrangement jointly. According to the contractual agree-

ment, all decisions on essential operations of the company require unanimous agreement by both parties. The joint arrangement is classified as a joint operation. The contractual arrangement establishes the owners of Suomen Yhteisverkko Oy rights to the assets and obligations for liabilities, relating to the arrangement, and the parties' rights to the corresponding revenues and obligations for the corresponding expenses. DNA will recognise its share of assets, liabilities, revenues and expenses in its consolidated financial statements.

### **Segment reporting**

The reporting on the operating segments is consistent with the internal reporting to the chief operating decision maker and the DNA's operating segments forms also the reportable segments. The CEO, who is responsible for strategic and operative decisions, has been nominated the chief operating decision maker to make decisions about resources to be allocated to the segments and to assess their performance.

### **Foreign currency translation**

The consolidated financial statements are presented in euro, which is the functional and presentation currency of the Group's parent company.

### **Foreign currency transactions**

Foreign currency transactions are translated into functional currency applying the exchange rates valid on the date of the transaction. Monetary items denominated in foreign currency are translated into functional currency applying the exchange rates quoted on the balance sheet date.

Gains and losses on foreign currency transactions and translation of monetary items are recognised in the income statement. Exchange gains and losses related to business operations are included in other operating income or expenses.

### **Property, plant and equipment**

Items of property, plant and equipment have been carried at their historical cost less accumulated depreciation and impairment.

If an item consists of several components with varying useful lives, each component is treated as a separate asset. In this case, the cost of replacement is capitalised. In other cases, subsequent costs are included in the carrying amount of the asset only when it is probable that the future economic benefits that are attributable to the asset will flow to the Group and the cost of the item can be measured reliably. Other repair and maintenance costs are recognised against profit or loss as they are incurred.

Depreciation on assets is calculated using the straight-line method over the estimated useful lives. Land is not recognised as a depreciable asset.

The depreciation periods are as follows:

### **Buildings and constructions**

- Buildings 25 years
- Constructions 10-25 years

### **Machinery and equipment**

- Networks 5 – 15 years
- Machinery and equipment 3-15 years

Residual values and useful lives are reviewed at the end of each reporting period and, if appropriate, adjusted to reflect any changes in the expectation of financial benefit.

Depreciation on property, plant and equipment ceases when the asset is classified as held for sale.

Capital gain or loss on the decommissioning and disposal of property, plant and equipment are included in other operating income or other operating expenses.

## **Intangible assets**

### **Goodwill**

Goodwill arises on the acquisition of subsidiaries and represents the excess of the consideration transferred over the Group's interest in the fair value of the identifiable net assets acquired at the acquisition date. Goodwill arising from business combinations is included in intangible assets. Goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed. Goodwill is allocated to operating segments for the purpose of impairment testing.

### **Research and development expenditure**

Research expenditure is recognised as an expense in the income statement. Expenditure for the development of new or improved products is capitalised as intangible assets in the balance sheet when the product is technically feasible and commercially viable and it is likely that the future economic benefits attributable to the development expenditure will go to the company. Capitalised development expenditure comprises material, work and testing expenses that are directly attributable of completing the product for its intended use. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period. Intangible assets are amortised from the date they are ready for use. Subsequent the initial recognition, capitalised development expenditure is carried at cost less accumulated amortisation and impairment. Currently the Group has no uncompleted capitalised development expenditure.

### **Contractual customer base**

Contractual customer base acquired in a business combination is recognised at fair value at the acquisition date. The contractual customer base has a finite useful life and is carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method over the expected life of the customer base.

### **Other intangible assets**

Intangible assets are recorded at historical cost in the balance sheet only when it is probable that the future economic benefits that are attributable to the asset will flow to the Group and the cost can be measured reliably.

Intangible assets with finite useful life are recognised as an expense on a straight-line basis in the income statement over their known or foreseeable useful life.

The useful lives of other intangible assets are as follows:

- Development costs 3 years
- Customer contracts and the related customer relationships 1-20 years
- IT software 3-10 years
- Brand 10-30 years
- Spectrum license 20 years
- Other intangible assets 2-10 years

### **Inventories**

Inventories are stated at the lower of cost or probable net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less estimated cost to sell. Inventories are stated at the weighted average price.

## **Lease agreements**

### **Group as a lessee**

Leases on property, plant and equipment are classified as financial lease agreements if the risks and rewards incidental to ownership are substantially transferred to the Group. Assets acquired through finance lease agreements are recognised in the balance sheet at the lower of the fair value of the leased asset or present value of minimum lease payments. Assets based on finance leases are amortised over their useful life or within the shorter lease term. Payable lease amounts are split between finance expenses and loan repayments over the lease term based on a pattern reflecting a constant periodic interest rate for the remaining debt. Rental obligations are included in interest-bearing liabilities. The Group has used finance lease agreements mainly to lease telecommunication network and IT equipment.

Leases are classified as operating lease agreements if the risks and rewards incidental to ownership are retained by the lessor. Lease amounts paid on the basis of operating leases are recognised as an expense in the income statement over the lease term on a straight-line basis.

### **Impairment of property, plant and equipment and intangible assets**

Goodwill and intangible assets in progress are tested for impairment annually and whenever there is any indication of impairment of an asset. Intangible assets with finite useful lives and tangible assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent.

Recoverable amount is the higher of the asset's fair value less costs to sell, or the value in use. Value in use refers to the estimated future net cash flows obtainable from the asset or a cash generating unit (CGU), which are discounted to their present value. The discount rate is the pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the asset.

An impairment loss is recognised when the asset's carrying amount exceeds its recoverable amount. An impairment loss is immediately recognised in the income statement. If an impairment loss is recognised for a CGU, the loss is first allocated to reduce goodwill on the CGU and then to reduce other assets of the unit on a pro-rata basis. When an impairment loss is recognised, the useful life of the amortised asset is reassessed. In respect of assets other than goodwill, an impairment loss is reversed if there is a change in the estimates used to determine the recoverable amount for the asset. However, the reversal will not exceed the carrying amount that the asset would have if an impairment loss had not been recognised. An impairment loss for goodwill cannot be reversed.

### **Employee benefits**

#### **Retirement benefit obligations**

The Group's employee pension plans are managed by external insurance companies. The TyEL pension insurances managed by the pension insurance companies are treated as defined contribution plans.

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefit relating to employee service in the current and prior periods. Post-employment plans other than defined contribution plans are defined benefit plans.

Defined benefit plans generally pay an agreed benefit at retirement, determined by a formula based on one or more factors, such as the employee's age at retirement, years of service and compensation earned while in employment.

Net defined benefit plan liability is reported in the balance sheet at present value at the end of the annual reporting period. The fair value of any plan assets is deducted from the present value. The Group's obligations with regard to defined benefit plans are based on unbiased actuarial assumptions using the projected unit credit method. The present value of the obligation is determined by using the market yields of high-quality bonds issued by companies as the discount rate. These bonds are issued in the currency in which the benefits are to be paid and their maturity corresponds in essential aspects to the maturity of the pension obligation being considered.

Gains or losses resulting from actuarial losses or past service costs are recognised in the statement of other comprehensive income when they occur.

Past service costs are recognised immediately at fair value through the income statement.

In contribution-based plans, the Group makes payments to publicly or privately managed pension insurances, which are mandatory, contract-based or voluntary. The Group has no other payment obligations apart from these. The payments are recognised as employee expenses when they fall due. Payments made in advance are recognised as assets in the balance sheet to the extent there are economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan

#### **Share-based payments**

DNA Plc operates equity-settled, share-based reward plans, under which the entity receives services from key employees as consideration for equity instruments of the Group. The compensation is paid either in shares or in cash. The fair value of service given in return for equity instruments is recognised as an expense. For shares, the total amount of expenses is based on the

fair value of stock on the date of issue and for compensation paid as cash, on the fair value on the reporting date. The amount recognised as an expense is accrued over the period of time during which all vesting conditions should be met. At the end of each reporting period, the Group revises its estimates of the number of equity instruments expected to vest. Any effect of the adjustments made to the original estimates is recognised in the income statement and correspondingly in shareholders' equity and liabilities.

Any payments received for exercising the subscription right less the related direct transaction costs are recognised in the reserve for invested unrestricted equity.

## Provisions and contingent liabilities

Provisions are recognised when the Group has a legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are measured at the present value of the expenditure required to settle the obligation. The discount rate used to determine the present value reflects current market assessments of the time value of money at the time of review and the risks involved in the obligation. Where the Group expects some of the obligation to be reimbursed by a third party, the reimbursement is recognised as a separate asset but only when it is virtually certain.

A restructuring provision is recognised if the Group has prepared a detailed restructuring plan and initiated its implementation or notified thereof.

The Group recognises a provision for onerous contracts when the expected benefits to be derived from a contract are less than the unavoidable costs of meeting the obligations under the contract. Provisions are not recognised for future operating losses.

A provision for asset retirement obligation is recognised when the Group is under contractual obligation regarding dismantling and demolition of leased equipment and aerial sites, and telephone poles and masts.

## Current and deferred income tax

The tax expense for the period comprises current and deferred income tax. Income tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively. The current income tax charge on taxable income for the year is calculated using the tax rate enacted at the balance sheet date adjusted by any income taxes for prior periods.

Deferred income tax is recognised on temporary differences arising between the carrying amount of assets and liabilities and their tax bases. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill or if it arises from initial recognition of an asset or liability in a transaction other than a business combination that, at the time of the transaction, affects neither accounting, nor taxable profit or loss. The most significant temporary differences arise from the depreciation of property, plant and equipment and fair value measurement on business combinations, unused tax losses and unused taxable depreciation.

Deferred income tax is determined using tax rates enacted by the balance sheet date.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary difference can be utilised.

## Revenue recognition

The Group's net sales mainly comprise of revenue from the sale of voice, data, TV and operator services; periodical, activation and maintenance charges; and revenue from the sale of equipment. Revenue is measured at the fair value of the consideration received or receivable net of discounts and value added taxes.

Revenue is recognised in the period in which the service has been performed, either based on the actual traffic volume or over the contract term. Revenue from the rendering of services is recognised when it is probable that the economic benefit will flow to the Group, and the revenue and expenses related to the transaction can be reliably measured. Revenue from voice and data services is recognised in accordance with the actual use of the service. Termination revenue from voice and data traffic from other operators is recognised at the time of transit across DNA's network. When end customers are charged for services provided by external content providers, amounts collected on behalf of the service provider are not recognised as revenue.

Subscription fees are recognised as revenue over the subscription period. The sales of pre-paid phone cards, mainly for mobile phones, is deferred and recognised as income based on the actual usage of the cards. Activation and connection fees are recognised at the time of activation of the subscription. Equipment sales are recognised when the delivery has occurred and the risks and rewards incidental to ownership have been transferred to the customer, normally on delivery and following the customer's acceptance.

DNA can bundle services and products to create a single offering. Offerings may include the delivery or execution of a product, service or user right (tie-in deals) and the payment can be issued either as a separate payment or a combination of a separate payment and a continuous payment flow. Equipment is recognised separately from the service, if both items are also sold separately and the ownership of the equipment is transferred to the end user. Equipment and service revenue is recognised in proportion to the fair value of the individual items. If fair value cannot be reliably measured for the delivered items but it can be measured for the undelivered items, a residual method is used. Under the residual method, the value allocated to the delivered items equals the total arrangement value less the aggregate fair value of the undelivered items. DNA has recognised tie-in deals using the residual method. Future revenue from tie-in deals is discounted to the present value and the interest component of future revenue is recognised as finance income.

DNA provides corporate customers with comprehensive functionality service agreements in telecommunications, which may include switchboard services, fixed-line network telephony, mobile telephony, data communication and other customised services. Revenue from functionality services is recognised when the services are rendered over the contract period.

Revenue and expense from construction contracts is recognised using the percentage of completion method. The stage of completion is assessed for each project on the basis of the actual costs incurred for work performed as a proportion of the estimated total cost for the project. When it is probable that the total cost of the project will exceed total project revenue, the expected loss is recognised immediately as an expense. When the outcome of the contract cannot be estimated reliably revenue is recognised only to the extent of contract costs incurred that it is probable will be recoverable.

### **Interest and dividend**

Interest income is recognised using the effective interest method, and dividend income is recognised when the right to receive dividend is established.

### **Borrowing costs**

Borrowing costs are recognised as an expense in the period in which they are incurred.

## **Financial assets and liabilities**

### **Financial assets**

The Group's financial assets are classified as follows: financial assets at fair value through profit or loss, loans and other receivables, and available-for-sale financial assets. The classification depends on the purpose for which the financial assets were acquired and are classified at initial recognition. Financial assets are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets are derecognised when the right to receive cash flows has expired or has been transferred and the group has transferred substantially all risks and rewards of ownership

Financial assets at fair value through profit or loss are financial assets held for trading or financial assets classified to this category at initial recognition. Financial assets at fair value through profit or loss are subsequently carried at fair value and gains and losses arising from changes in the fair value are presented within finance income and finance expenses. In DNA these assets comprise derivatives not designated as hedges.

Loans and other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are not held for trading. They are included in receivables in the balance sheet and are classified as current assets if they mature within twelve months. . The assets in this category are initially recognised at fair value and subsequently carried at amortised cost using the effective interest method. Trade receivables is the most significant item included in trade and other receivables in the balance sheet.

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. These assets are carried at fair value. They are included in non-current assets, unless the investment matures or management intends to dispose of it within twelve months of the end of the reporting period and they are reported as current assets. The Group's investment equity securities are classified to this category as they are not held for active trading and they are non-current as nature. Changes in the fair value are recognised in the other comprehensive income and presented as the fair value reserve in equity. When the securities are sold or impaired with the recognition of an impairment loss, the accumulated fair value adjustments are removed from the equity and recognised in the income statement. Unquoted equity securities are recognised at cost if their fair value cannot be reliably measured or the market is very inactive.

Cash and cash equivalents comprise cash in hand and deposits held at call with banks with original maturities of three months or less. Bank overdrafts related to the cash pool accounts are included in current borrowings.

The group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. If there is objective evidence of impairment, the resulting impairment loss is recognised through profit or loss. If in a subsequent period, the amount of impairment loss decreases, the reversal of the previously recognised impairment loss on fixed income investments is recognised in the income statement. However, such an impairment loss on equity investments cannot be reversed through profit or loss.

An impairment loss is recognised for accounts receivable when there is objective evidence that the outstanding amounts cannot be collected in full. Among others, a payment delayed for more than 180 days is considered as such objective evidence. The impairment is determined by the difference between the receivable's carrying amount and the present value of estimated future cash flows calculated using the initial effective interest rate. The carrying value of accounts receivable is decreased by using a separate reduction account and the loss is reported in other operating expenses in the income statement. When the impairment loss is ascertained it is removed from the balance sheet through the reduction account. If, in a subsequent period, the amount of the impairment loss decreases, the reversal of the previously recognised impairment loss is recognised by reducing other operating expenses.

### **Borrowings**

Borrowings recognised initially at the fair value of consideration received less transaction costs incurred. Borrowings are subsequently carried at amortised cost using the effective interest method. Borrowings may include both current and non-current borrowings. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

### **Derivative financial instruments and hedge accounting**

Derivatives are initially recognised at fair value and are subsequently re-measured at their fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Group's derivatives are either cash flow hedges or derivatives not fulfilling the hedge accounting criteria.

During the financial period, the Group has been using interest rate swaps to hedge against loan interest rate risk transferring variable rate loans into fixed-rate loans. Hedge accounting under IAS 39 is applied to the interest rate swaps, and at the closing date they met the criteria for being effective. Changes in the fair value of effective derivatives qualifying for cash flow hedges are recognised in the statement of comprehensive income and presented in the hedge fund of shareholders' equity. Accumulated profit or loss from derivatives recognised in the shareholders' equity is carried in the income statement as income or expense in the period in which the hedged item is recognised in the income statement. When a cash flow hedge instrument expires, is sold or fails to qualify for hedge accounting, any profit or loss accumulated from the hedge instrument remains in shareholders' equity until the forecast cash flow from the transaction occurs. However, if the forecast transaction is not expected to continue, any profit or loss accumulated in the shareholders' equity is immediately recognised in the financial items in the income statement. Any possible non-effective share of the hedge relationship is immediately recognised in the financial items of the income statement. Fair values of interest rate swaps are determined using the discounted cash-flow method.

The Group may also have derivatives that fulfil the criteria for hedge instruments set by the Group risk management, but that do not fulfil the criteria for hedge accounting according to IAS 39. These derivatives are classified as assets or liabilities held for trade and presented in non-current assets or liabilities except when maturity is less than 12 months from the balance sheet date. Their realised and non-realised changes in fair value are recognised as finance income or expense in the income statement.

### **Share capital**

Outstanding ordinary shares are presented in share capital.



## **Critical accounting judgements and key sources of estimation uncertainty**

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the group's accounting policies. These estimates are based on historical experience and various other assumptions that management believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in all subsequent periods.

Management believes that the following areas comprise the most difficult, subjective or complex judgments it has to make in the preparation of the financial statements. For information on accounting policies applied, see the respective sections of note 2 "Accounting policies" to the Audited consolidated financial statements included elsewhere in this Offering Circular.

### **Business acquisitions**

Net assets acquired through acquisitions are measured at fair value. The consideration exceeding the fair value of assets acquired is recognized as goodwill. The measurement of fair value of the assets is based on estimated market value of similar assets (tangible assets), estimate of expected cash flows (intangible assets such as customer relationships) or estimate of payments required to fulfil an obligation (such as assumed provisions).

Active markets, where fair values for assets and liabilities are available, exist only seldom for the acquired net assets. Therefore the valuation exercise, which is based on repurchase value, expected cash flows or estimated payments, requires management judgement and assumptions. Management believes that the estimates and assumptions used are sufficiently reliable for determining fair values. See note 5 Business combinations.

## **Valuation of intangible assets and property, plant and equipment**

Intangible assets including goodwill represent approximately 41 percent of DNA's total assets in 2016 (40 % in 2015) and property, plant and equipment represent approximately 34 percent of DNA's total assets in 2016 (36 % in 2015).

### **Depreciation and amortisation expenses**

Depreciation and amortisation expenses are based on management's estimates of residual value, depreciation and amortisation method and the useful life of property, plant and equipment and intangible assets. Estimates may change due to technological developments, competition, changes in market conditions and other factors and may result in changes in the estimated useful life and in the amortisation or depreciation charges recognised through the income statement. Technological developments are difficult to predict and the Group's views on the trends and pace of development may change over time. Critical estimates in the evaluations of useful lives for tangible and intangible assets include, but are not limited to, licence period and expected developments in technology and markets and in the cash inflows expected to be derived from the use of intangibles such as a brand or customer relationships. The useful lives of property, plant and equipment and intangible assets are reviewed at least annually taking into consideration the factors mentioned above and all other important relevant factors. A change in estimated useful life is a change in accounting estimate, and depreciation and amortisation plans are adjusted prospectively. For additional information on intangible assets as well as property, plant and equipment subject to amortisation and depreciation and their carrying values as of the end of the reporting period, see notes 14 and 15 to the Consolidated financial statements.

### **Impairment testing**

The Group has made significant investments in goodwill and other intangible assets including IT systems, licences, acquired brands and customer relationships as well as in property, plant and equipment comprising mainly mobile and fixed broadband network. Goodwill, intangible assets with indefinite useful life and intangible assets not yet in use are tested for impairment annually or more often if indicators of impairment exist, whereas other assets are tested for impairment when circumstances indicate there may be a potential impairment.

The determination of impairments of goodwill and other intangible assets as well as property, plant and equipment involves the use of estimates that include, but are not limited to, the cause, timing, and amount of the impairment. Impairment is based on a large number of factors, such as changes in current competitive conditions, expectations of growth in the telecommunications industry, increased cost of capital, technological obsolescence, discontinuance of services, current replacement costs, prices paid in comparable transactions, and other changes in circumstances that indicate an impairment exists. The identification of impairment indicators, as well as the estimation of future cash flows and the determination of fair values for assets (or groups of assets) require management to make significant judgments concerning the identification and validation of impairment indicators, expected cash flows, applicable discount rates, useful lives, and residual values. When determining the values in use for the cash generating units, additional planning uncertainties are factored in that reflect the risks of macroeconomic development, which could adversely affect future results of operations. The most significant assumptions in goodwill impairment testing comprise of growth in net sales, development of EBITDA, determination of the discount rate (WACC), and long-term growth rate used after the five-year forecast period. The carrying amount of goodwill at 31 December 2016 was EUR 327.2 million (31 December 2015: EUR 327.2 million). Further details on goodwill impairment testing, including a sensitivity analysis, are included in note 15.

## Provisions

Provisions for asset retirement obligations related to equipment facilities, masts and telephone poles in use and onerous contracts by DNA are determined based on the net present value (NPV) of DNA's total estimated dismantling or demolition costs for asset retirement obligations and unavoidable costs for onerous costs. The estimates are based on future estimated level of expenses taking into account the effect of inflation, cost-base development and discounting. Assumptions are also used in assessing the time periods for which the asset retirement costs are incurred. Because actual outflows can differ from estimates due to changes in laws and regulations, technology, prices and conditions, and can take place many years in the future, the carrying amounts of provisions are regularly reviewed and adjusted to take into account of any such changes. The discount rate applied is reviewed monthly.

Provisions recognized for future costs related to asset retirement obligations amounted to EUR 7.6 million at 31 December 2016 (EUR 8.6 million at 31 December 2015) and for onerous contracts EUR 3.2 million at 31 December 2016 (EUR 4.9 million at 31 December 2015). See note 25 for more information on provisions.

## Revenue recognition

### Principal or agent – gross versus net presentation

When DNA acts as a principal, income and payments to suppliers are reported on a gross basis in revenue and operating costs. If the DNA sells goods or services as an agent (mainly value added or content services for mobile services) revenue and payments to suppliers are recorded in revenue on a net basis, representing the margin/commission earned. Whether the Group is considered to be principal or agent in a transaction depends on analysis by management of both the legal form and substance of the agreement between the group and its business partners; such judgments impact the amount of reported revenue and operating expenses but do not impact net income or cash flows. Features indicating that the Group is acting as a principal include: responsibility for providing the goods or services and the group has latitude in establishing prices or provides additional goods and services. Features indicating that the Group is acting as an agent include: it does not have exposure to significant risks and rewards associated with the sale of goods or services or the amount it earns is predetermined, being either a fixed fee per transaction or a stated percentage of the amount billed to the customer.

### Correction to prior period

DNA has reclassified certain items in the consolidated statements of cash flows to correspond its current presentation format. These errors and reclassifications have been retroactively restated according to the requirements of IAS8 Accounting Policies, Changes in Accounting Estimates and Errors (see note 32).

### New standards and interpretations not yet adopted by the Group

Certain new accounting standards and interpretations have been published that are not mandatory for 31 December 2016 reporting periods and have not been early adopted by the group. The group's assessment of the impact of these new standards and interpretations is set out below:

IFRS 15 Revenue from Contracts with Customers (which shall be applied for annual reporting periods beginning on or after 1 January 2018). The new standard includes a five-step process which must be applied for contracts with customers before revenue can be recognized. The new standard will replace IAS 18 and IAS 11 standards and the related interpretations.

A new five-step process must be applied for contracts with customers. The steps are the following:

- 1 identifying the contract
- 2 identifying the performance obligations
- 3 determining the transaction price
- 4 allocation of the transaction price to each performance obligation (to each separate good and service promised to the client) on a relative stand-alone selling price basis
- 5 recognising the revenue when (or as) the performance obligation is satisfied by transferring the good or service to the client.

Revenue may be recognized over time or at a point in time, and the main criterion is the transfer of control.

The Group has assessed the effects of the standard and has initially identified that changes among others will take place in the following areas:

- Currently DNA applies the residual method for the bundled sale transactions when allocating revenue for the equipment and service components. Under IFRS 15 discounts shall be allocated to the separate performance obligations on the basis of their relative stand-alone selling prices. Residual method can no longer be applied. Therefore the allocation of discounts to the performance obligations changes. A portion of the revenue will be recognized earlier than under current guidance. The change in the allocation method has also an impact on DNA's IT-systems. DNA is currently determining how to practically apply the portfolio method especially for the bundled sale transactions which are typical for the Consumer Business and the accounting treatment of customer loyalty benefits under IFRS 15.
- IFRS 15 includes also more detailed guidance on how to account for contract modifications. The accounting treatment of customer loyalty benefits as well as contract modifications shall change in situations where additional goods or services are offered to the client at the lower than the stand-alone selling price. In that case the modification is treated as a cancellation of the old contract and as establishing a new contract and discounts given on the additional products will be allocated evenly to all of the undelivered goods and services.

Under the new guidance also the point of recognition for certain revenues and contract costs changes. Under the current guidance activation and connection fees are recognized at the time of activation. Under the new guidance activation and connection fees are recognized during the contract period. IFRS 15 requires that incremental costs of obtaining a contract are capitalized. Sales commissions and fees paid on obtaining a contract will be more widely capitalized compared to current practice. Capitalized incremental costs of obtaining a contract are amortized during the contract period. Preparation for the adoption of IFRS 15 continues during the 2017 accounting period. There are also increased disclosure requirements in the new standard. The company will adopt the standard retrospectively on 1 January 2018 with the cumulative effect of initially applying this Standard recognised as an adjustment to the opening balance of retained earnings.

IFRS 9 Financial Instruments and amendments thereto (effective for financial periods beginning on or after 1 January 2018). The new standard replaces the existing IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 will change the classification and measurement of financial instruments, including a new expected credit loss impairment model. The classification and measurement of financial liabilities largely correspond to the current guidance in IAS 39. For hedging accounting, three hedging calculation types will remain in effect. More risk positions than before can be included in hedge accounting, and the principles regarding hedge accounting have been made more consistent with risk management. The Group is currently assessing the potential effects of the standard.

After long preparation, the IASB has published the final version of the IFRS 16 – Leases standard on 13 January 2016. The primary objective of the new accounting standard is to make financial reporting more transparent by introducing a single lessee accounting model. The new standard applies to financial periods beginning on or after 1 January 2019. Earlier application is permitted for companies applying IFRS 15 Revenue from Contracts with Customers. The Group is currently assessing the potential effects of the standard.

### 3. FINANCIAL RISK MANAGEMENT

The main objectives of the Group's treasury operations are funding, optimising cost of capital and managing financing risks. Principles of risk managements are defined in the Group treasury policy, approved by the parent company Board of Directors. The policy includes guidelines for raising capital, investing cash surplus and managing finance risk. The Group treasury activities are centralised at the parent company treasury department which coordinates and monitors financing in the subsidiaries and reports to the Group management. The Group liquidity is centralised by using Group accounts and pooling systems. The parent company is responsible for investing the surplus liquidity as well as managing the Group's external funding requirements. Any finance deficit in the subsidiaries will be financed through internal loans within the Group.

The main financial risks in the Group are liquidity, credit and interest rate risk. The objective of the Group financing risk management is to identify and measure the total risk position created by the Group financing operations and to carry out risk management measures to ensure that the total financing risk will not exceed the Group risk-bearing capacity and objectives. The Group's currency risk is not material since its operations are mainly carried out in Finland.

#### Liquidity risk

Liquidity risk refers to situations where the Group's financial assets and extra funding opportunities fall short of the Group's requirements or the cost of raising funding is higher than the market cost. Creating cash flow forecasts and determining any related uncertainties are the key measures to manage liquidity risk. At the end of 2016, the Group had a strong liquidity position with cash and cash equivalents of EUR 46.2 million (EUR 25.3 million), and borrowings (non-current and current) of EUR 367.9 million (EUR 437.5 million). In addition to cash and bank deposits, the Group had unused credit facilities and other committed credit facilities of EUR 165.0 million (EUR 165.0 million). In addition, the company has a commercial paper programme of EUR 150.0 million (EUR 150.0 million), under which EUR 5.0 million (EUR 40.0 million) was drawn by the end of December. The unused credit facilities totalled EUR 310.0 million (EUR 275.0 million). The Group's cash and bank deposits and undrawn committed credit facilities amounted to EUR 211.2 million (EUR 190.3 million). The credit facility of EUR 150 million was extended during the financial period and the new maturity date is in October 2021. The company can extend the facility by one more year, subject to agreement from all the banks. Planned repayments in 2017 total EUR 35 million without the commercial paper programmes.

## DEBT MATURITY ANALYSIS

### 2016

EUR in thousands	Less than 1 year		1–5 years		Over 5 years		Total		Total
	Interest payment	Repayment	Interest payment	Repayment	Interest payment	Repayment	Interest payment	Repayment	Cash flow
Borrowings	7,830	40,221	20,924	329,048	0	0	28,754	369,269	398,023
Finance lease liabilities	18	167	27	437	0	0	45	604	649
Trade payables	0	84,911	0	0	0	0	0	84,911	84,911

### 2015

EUR in thousands	Less than 1 year		1–5 years		Over 5 years		Total		Total
	Interest payment	Repayment	Interest payment	Repayment	Interest payment	Repayment	Interest payment	Repayment	Cash flow
Borrowings	8,304	75,143	24,550	214,286	4,313	150,000	37,167	439,429	476,596
Finance lease liabilities	23	168	45	583	0	0	68	751	819
Trade payables	0	85,402	0	0	0	0	0	85,402	85,402

The following year's repayments are included in current liabilities. At balance sheet date, the average rate of variable rate loans was 0.9 per cent (0.9 per cent) and variable rate loans constituted 32 per cent (43 per cent of the Group's borrowings).

Borrowings from financial institutions have variable rates and bonds have fixed rates. The coupon rate of the bond maturing in November 2018 is 2.625 per cent and the coupon rate for the bond maturing in March 2021 is 2.875 per cent.

### Credit risk

The Group has a large number of customers and the individual receivable amounts are small, and as such there are no major individual risks. New customers are subjected to credit check as part of the ordering pro-

cess, and if any existing customers are found to have credit problems, unsecured new sales are not made. In 2016, the impairment loss of trade receivables totalled EUR 1.3 million (EUR 3.0 million). The maximum exposure to credit risk at the reporting date is the carrying value of financial assets. Customer with weaker solvency are required to pay the basic charges in advance as a deposit. Counterparty risk refers to a situation where the other party fails to meet its obligations under the financing agreement. To restrict and monitor the counterparty risk, investments and derivative instruments are managed by counterparty, financial instrument and maturity limits. Counterparty risk mainly relates to the cash and cash equivalents of the company. DNA is not subject to any significant counterparty risk since cash and cash equivalents are distributed to several financial institutions with good credit ratings.

The age distribution of outstanding trade receivables is shown in the following table.

EUR in thousands	2016	2015
Undue trade receivables	162,417	141,525
Trade receivables 1-45 days overdue	8,358	12,619
Trade receivables 46-90 days overdue	1,060	1,130
Trade receivables 91-180 days overdue	1,235	904
Trade receivables more than 180 days overdue	1,674	1,727
<b>Total</b>	<b>174,744</b>	<b>157,905</b>

## FINANCIAL STATEMENTS

### Interest rate risk

The Group's interest rate risk primarily comprises interest rate sensitivity of financial items, referring to the direct effect of changes in the interest rate level on financial items, mainly borrowings, and historically also derivative instruments. DNA's interest rate risk arises from borrowings that are issued at floating rates and expose DNA to cash flow interest rate risk. To manage its interest rate risk, the Group may use interest rate derivatives. At 31 December 2016, DNA did not hedge any of its borrowings (31.12.2015 hedged 0 %). At the end of 2016, the Group had no interest rate derivatives (EUR 0 million).

Borrowings issued at fixed rates, mainly the fixed rate bonds, expose the Group to fair value interest rate risk. As at 31 December 2016, 68 per cent of DNA's borrowings were fixed rate (57 per cent).

If interest rates had been one percentage point higher, with all other variables held constant, the calculated post-tax result would have been EUR -0.6 million (EUR -1.3 million) lower and, with the corresponding decrease in interest rates, the calculated post-tax result would have been EUR 0.6 million (EUR +1.3 million)

higher. The sensitivity analysis covers the Group's variable-rate loans, cash and cash equivalents.

The sensitivity of the fair value of hedge accounting interest rate swaps to changes had zero effect on equity because the company had no active interest rate swaps at the end of 2015 and 2016

### Capital management

The objective of the Group's capital management is to support the business operations by optimising the capital structure, as well as increasing shareholder value by maximising return on capital. The capital structure can be influenced for example through dividend distribution, repayment of capital and planning the cash outflows for investments. The Group management monitors the development of the capital structure for example on the basis of the gearing and equity ratios as well as the det debt to EBITDA ratio. The Group's credit facility agreements include financial covenants requiring an equity ratio of at least 35 per cent and net debt to EBITDA ratio below 3.50:1. These conditions have been met during the financial periods. The equity ratio on the balance sheet date was 48.4 per cent (44.1 per cent) and net debt to EBITDA ratio was 1.36:1 (1.81:1).

## FINANCIAL INSTRUMENTS BY CLASS

### 2016

EUR in thousands	Loans and other receivables	Derivatives used for hedging	Available for sale	Total
<b>Assets</b>				
Available-for-sale financial assets			215	215
Derivative financial instruments				0
Trade and other receivables excluding prepayments 1)	210,013			210,013
Cash and cash equivalents	46,238			46,238
<b>Total</b>	<b>256,252</b>	<b>0</b>	<b>215</b>	<b>256,466</b>

**2016**

EUR in thousands	Loans and other receivables	Financial liabilities recognised at amortised cost	Total
<b>Financial liabilities</b>			
Borrowings (excluding finance lease liabilities) 2)		367,345	367,345
Finance lease liabilities 2)		604	604
Derivative financial instruments			0
Trade and other payables excluding items outside financial liabilities 3)		161,432	161,432
<b>Total</b>	0	529,381	529,381

**2015**

EUR in thousands	Loans and other receivables	Derivatives used for hedging	Available for sale	Total
<b>Assets</b>				
Available-for-sale financial assets			215	215
Derivative financial instruments				0
Trade and other receivables excluding prepayments 1)	197,295			197,295
Cash and cash equivalents	25,266			25,266
<b>Total</b>	222,560	0	215	222,775

EUR in thousands	Loans and other receivables	Financial liabilities recognised at amortised cost	Total
<b>Financial liabilities</b>			
Borrowings (excluding finance lease liabilities) 2)		436,793	436,793
Finance lease liabilities 2)		751	751
Derivative financial instruments			0
Trade and other payables excluding items outside financial liabilities 3)		161,432	161,432
<b>Total</b>	0	598,976	598,976

1) Prepayments are excluded from trade and other receivables as they do not represent financial instruments

2) The classification in this note is based on IAS 39. Financial lease liabilities are mainly outside the scope of IAS 39, but fall under application of IFRS 7. This is why financial lease liabilities are presented separately.

3) Trade and other payables do not include items other than financial liabilities because this analysis is only required for financial instruments.

## 4 SEGMENT INFORMATION

The Group's operations are managed and reported according to the following business segments:

DNA's Consumer segment offers consumers diverse telecommunication services such as communication, information, safety and entertainment, including mobile phones and mobile phone subscriptions, broadband (mobile and fixed), data security services, TV services from connections to channel packages as well fixed telephone connections.

DNA's Corporate segment offers companies and communities nationwide, standardised and easy-to-use communication and data network solutions, including SMS, telecommunication and voice services, comprehensive solutions as well as services to domestic and international teleoperators.

The primary key indicators for the segments' result monitoring comprise net sales, EBITDA and operating result. Items not allocated to segments include finance items, share of associates' results and income tax expense.

The DNA Group operates in Finland, domestic operations accounting for a majority of its net sales. In 2016, foreign operations accounted for EUR 16.2 million (2015 EUR 16.8 million).

As the products and services of the Group's extensive portfolio are targeted at the mass market, the Group is not dependent on any single customer.

### 1 Jan-31 Dec 2016

EUR in thousands

Business segments	Consumer segment	Corporate segment	Unallocated	Group total
<b>Net sales</b>	<b>631,343</b>	<b>227,544</b>		<b>858,887</b>
<b>EBITDA</b>	<b>168,437</b>	<b>67,853</b>		<b>236,290</b>
Depreciation, amortisation and impairments	93,863	51,178		145,041
<b>Operating result, EBIT</b>	<b>74,574</b>	<b>16,675</b>		<b>91,249</b>
Net finance items			-9,584	-9,584
Share of associates' result			18	18
Result before income tax				81,683
<b>Net result for the period</b>				<b>65,209</b>
Capital expenditure*	90,893	45,795	6,916	143,604
Employees at end of year	1,012	656		1,668



**1 Jan-31 Dec 2015**

EUR in thousands

<b>Business segments</b>	Consumer segment	Corporate segment	Unallocated	Group total
<b>Net sales</b>	<b>596,250</b>	<b>232,550</b>		<b>828,800</b>
<b>EBITDA</b>	<b>154,577</b>	<b>73,137</b>		<b>227,714</b>
Depreciation, amortisation and impairments	98,565	56,057		154,622
<b>Operating result, EBIT</b>	<b>56,012</b>	<b>17,081</b>		<b>73,092</b>
Net finance items			-11,514	-11,514
Share of associates' result			14	14
Result before income tax				61,593
<b>Net result for the period</b>				<b>50,049</b>
Capital expenditure*	101,466	48,171	5,028	154,664
Employees at end of year	1,000	672		1,672

\* Capital expenditure comprise additions to intangible and tangible assets, excluding business combinations, spectrum license acquisition and additions relating to finance lease agreements and decommissioning obligations. Additionally, capital expenditure include spectrum license payments made during the reporting period. Unallocated capital expenditure comprise sales commissions.

The primary key indicators for the segments' profit and loss monitoring comprise net sales, EBITDA and operating result. The company believes that the EBITDA measure provides meaningful supplemental information to the company management and the readers of its financial statements by excluding items that may not be indicative of the company's operating result or cash flows.

EBITDA is not prepared in accordance with IFRS and is therefore considered a non-IFRS financial measure, which should not be viewed in isolation or as a substitute to the equivalent IFRS financial measures. EBITDA should not be considered as an alternative to (a) operating result or net result for the period as a measure of operating performance, (b) cash flows from operating, investing or financing activities as a measure of the company's ability to meet its cash needs or (c) any other IFRS financial measures, or as a measure of performance or liquidity.

## 5 NET SALES

EUR in thousands	2016	2015
Sale of goods	121,208	98,690
Revenue from services	737,679	730,110
<b>Total</b>	<b>858,887</b>	<b>828,800</b>

During 2016, there were no revenue recognised in relation to construction contracts in progress. At the end of the year, the aggregate costs incurred and recognised profits from construction contracts in

progress (less recognised losses) totalled EUR 1.6 million. Advance payments in relation to construction contracts were EUR 0.1 million (EUR 0.1 million).

## 6 OTHER OPERATING INCOME

EUR in thousands	2016	2015
Net gain on sale of non-current assets	256	1,215
Rental income	2,870	2,168
Other income	695	900
<b>Total</b>	<b>3,822</b>	<b>4,283</b>

## 7 OTHER OPERATING EXPENSES

EUR in thousands	2016	2015
Maintenance expenses	40,765	39,648
Rental expenses	45,142	40,147
External services	9,705	4,572
Other expenses	34,615	39,144
<b>Total</b>	<b>130,228</b>	<b>123,510</b>

## AUDITOR FEES

EUR in thousands	2016	2015
<b>PricewaterhouseCoopers Oy</b>		
Audit fees	260	222
Actions referred to in Section 1.1.2 of the Finnish Auditing Act	11	6
Tax services	123	90
Other services	1,252	183
<b>Total</b>	<b>1,646</b>	<b>501</b>

The above contains the fees to the audit firm elected by the Annual General Meeting. Of the auditor fees, EUR 0.5 million of costs related to the share issue has been recognised under Reserve for invested

unrestricted equity in 2016, which reduces the proceeds from the share issue. Remaining fees are recognised in Other operating expenses.

## 8 DEPRECIATION, AMORTISATION AND IMPAIRMENT

EUR in thousands	2016	2015
<b>Depreciation and amortisation charges per category</b>		
<b>Intangible assets</b>		
Customer base	8,024	10,657
Brand	909	949
Other intangible assets	31,533	31,065
<b>Total</b>	<b>40,466</b>	<b>42,671</b>
<b>Property, plant and equipment</b>		
Buildings and constructions	6,746	2,341
Machinery and equipment	97,829	109,610
<b>Total</b>	<b>104,575</b>	<b>111,951</b>
<b>Total depreciation, amortisation and impairment</b>	<b>145,041</b>	<b>154,622</b>

## 9 EMPLOYMENT BENEFIT EXPENSES

EUR in thousands	2016	2015
Wages and salaries	85,541	85,473
Pension expenses – defined contribution plan	15,569	15,897
Pension expenses – defined benefit plan	87	90
Share-based payments	5,856	890
Other personnel expenses	5,825	4,500
<b>Total</b>	<b>112,877</b>	<b>106,850</b>

### NUMBER OF PERSONNEL, AVERAGE

Consumer business	1,013	1,020
Corporate business	664	690
<b>Total</b>	<b>1,677</b>	<b>1,710</b>

Key management compensations are presented in note 31 Related party transactions.

## 10 FINANCE INCOME

EUR in thousands	2016	2015
Interest income from receivables	918	984
Dividend income on available-for-sale investments	2	2
<b>Total</b>	<b>920</b>	<b>986</b>

## 11 FINANCE EXPENSE

EUR in thousands	2016	2015
Interest expense on interest-bearing liabilities	10,504	12,499
<b>Total</b>	<b>10,504</b>	<b>12,499</b>

## Other comprehensive income

The items related to financial instruments reported through other comprehensive income as well as adjustments relating to the reclassification is presented below:

<b>Cash flow hedges</b>	<b>2016</b>	2015
Transferred to result before tax	0	155
Change in fair value	0	-14
Tax effect	0	-28
Other comprehensive income, net of tax	0	112

## 12 INCOME TAX EXPENSE

EUR in thousands	<b>2016</b>	2015
Income tax, current year	<b>-14,744</b>	-3,522
Income tax, previous years	<b>-160</b>	0
Change in deferred tax	<b>-1,570</b>	-8,022
<b>Total</b>	<b>-16,474</b>	-11,544

Reconciliation of the income tax expense and the taxes calculated at the Finnish tax rate:

Net result before tax	<b>81,683</b>	61,593
Income tax at Finnish tax rate 20 per cent	<b>-16,337</b>	-12,319
Tax effects of:		
Income not subject to tax	<b>91</b>	447
Non-deductible expenses	<b>-138</b>	-71
Utilisation of previously unrecognised tax losses	<b>0</b>	361
Income taxes from previous years	<b>-160</b>	0
Different tax rate of subsidiary	<b>13</b>	-6
Share of associates' results net of tax	<b>4</b>	3
Additional deductible expenses	<b>53</b>	42
<b>Tax charge</b>	<b>-16,474</b>	-11,544

## 13 EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the net result attributable to owners of the parent for the financial period, by the weighted average number of outstanding shares during the financial period. Earn-

ings per share adjusted for dilution effect is calculated by including the potential dilution effect of the option scheme and the share-based reward plan.

EUR in thousands	2016	2015
Net result attributable to owners of the parent, (EUR 1,000)	<b>65,209</b>	50,049
Weighted average number of shares (thousands)*	<b>127,733</b>	127,306
Basic earnings per share (euros/share)	<b>0.51</b>	0.39
Effect of the share-based reward plan (1000 kpl)	<b>1,129</b>	-
Weighted average number of shares for the purpose of calculating EPS adjusted for dilution (thousands)	<b>128,862</b>	127,306
Earnings per share adjusted for dilution effect (EUR/share)	<b>0.51</b>	0.39

In the accounting periods 2015-2016, the company had two incentive schemes with a potential dilutive effect: a share option scheme and a share-based reward plan. The share option scheme had no dilutive effect during the above-mentioned periods. The shares issued under

the share-based reward plan are contingently issuable. The conditions of the share-based reward plan were met as DNA became a listed company. The impact of the plan has been considered in the calculation of diluted earnings per share.

\*The DNA Plc Extraordinary General Meeting of 25 October 2016 decided on a share split through share issue without payment, and the issued shares were registered in the Finnish Trade Register on 27 October 2016. In the share split, shareholders received 14 new shares for each old share and 118,837,460 new shares were issued, bringing the total number of the company's shares to 127,325,850. The split had no effect on the company's share capital or capital structure. Share key figures have been adjusted according to the new number of shares.

# 14 PROPERTY, PLANT AND EQUIPMENT

EUR in thousands	Land and water	Buildings and constructions	Machinery and equipment	Other property, plant and equipment	Prepayments and non-current assets under construction	Total
<b>31 December 2014</b>						
Cost	717	35,031	1,190,992	873	45,685	1,273,298
Accumulated depreciation	-	-15,262	-825,621	-	-	-840,883
<b>Net book amount</b>	<b>717</b>	<b>19,769</b>	<b>365,370</b>	<b>873</b>	<b>45,685</b>	<b>432,414</b>
<b>Year ended 31 December 2015</b>						
Opening net book amount	717	19,769	365,370	873	45,685	432,414
Additions and transfers	-	1,950	68,687	-	52,733	123,370
Disposals	-	-	-2,661	-	-	-2,661
Accumulated depreciation relating to disposals	-	-	2,705	-	-	2,705
Depreciation charge	-	-2,341	-109,610	-	-	-111,951
<b>Closing net book amount</b>	<b>717</b>	<b>19,378</b>	<b>324,491</b>	<b>873</b>	<b>98,418</b>	<b>443,877</b>
<b>31 December 2015</b>						
Cost	717	36,981	1,257,017	873	98,418	1,394,007
Accumulated depreciation	-	-17,603	-932,526	-	-	-950,130
<b>Net book amount</b>	<b>717</b>	<b>19,378</b>	<b>324,491</b>	<b>873</b>	<b>98,418</b>	<b>443,877</b>
<b>Year ended 31 December 2016</b>						
Opening net book amount	717	19,378	324,491	873	98,418	443,877
Additions and transfers	-	6,395	120,033	-873	-36,175	89,380
Disposals	-4	-	-3,897	-	-	-3,902
Accumulated depreciation relating to disposals	-	-	2,345	-	-	2,345
Depreciation charge	-	-6,746	-97,829	-	-	-104,575
<b>Closing net book amount</b>	<b>713</b>	<b>19,028</b>	<b>345,142</b>	<b>-</b>	<b>62,243</b>	<b>427,126</b>
<b>31 December 2016</b>						
Cost	713	43,376	1,373,153	0	62,243	1,479,485
Accumulated depreciation	-	-24,349	-1,028,010	0	0	-1,052,360
<b>Net book amount</b>	<b>713</b>	<b>19,028</b>	<b>345,142</b>	<b>0</b>	<b>62,243</b>	<b>427,126</b>

## FINANCIAL STATEMENTS

Capitalised finance leases

EUR in thousands

<b>Property, plant and equipment</b>	<b>2016</b>	2015
Cost	<b>85,470</b>	85,470
Accumulated depreciation	<b>85,470</b>	85,469
<b>Net book amount</b>	<b>0</b>	1



# 15 INTANGIBLE ASSETS AND IMPAIRMENT TESTING

EUR in thousands	Goodwill	Customer base	Brand	Other intangible assets	Prepayments and non-current assets under construction	Total intangible assets
<b>31 December 2014</b>						
Cost	431,685	130,475	41,819	327,760	-	931,740
Accumulated amortisation and impairment	-104,479	-52,212	-17,647	-253,328	-	-427,666
<b>Net book amount</b>	<b>327,206</b>	<b>78,264</b>	<b>24,172</b>	<b>74,431</b>	<b>-</b>	<b>504,073</b>
<b>Year ended 31 December 2015</b>						
Opening net book amount	327,206	78,264	24,172	74,431	-	504,073
Additions and transfers	-	-	-	24,680	-	24,680
Disposals	-	-	-	-729	-	-729
Accumulated amortisation relating to disposals	-	-	-	282	-	282
Amortisation charge	-	-10,657	-949	-31,065	-	-42,671
<b>Closing net book amount</b>	<b>327,206</b>	<b>67,607</b>	<b>23,223</b>	<b>67,600</b>	<b>-</b>	<b>485,635</b>
<b>31 December 2015</b>						
Cost	431,685	130,475	41,819	351,711	-	955,691
Accumulated amortisation and impairment	-104,479	-62,869	-18,596	-284,111	-	-470,054
<b>Net book amount</b>	<b>327,206</b>	<b>67,607</b>	<b>23,223</b>	<b>67,600</b>	<b>-</b>	<b>485,635</b>
<b>Year ended 31 December 2016</b>						
Opening net book amount	327,206	67,607	23,223	67,600	-	485,635
Additions and transfers	-	-	-	33,207	35,983	69,190
Disposals	-	-	-	-5,331	-	-5,331
Accumulated amortisation relating to disposals	-	-	-	5,331	-	5,331
Amortisation charge	-	-8,024	-909	-31,533	-	-40,466
<b>Closing net book amount</b>	<b>327,206</b>	<b>59,583</b>	<b>22,314</b>	<b>69,273</b>	<b>35,983</b>	<b>514,359</b>
<b>31 December 2016</b>						
Cost	431,685	130,475	41,819	379,587	35,983	1,019,550
Accumulated amortisation and impairment	-104,479	-70,892	-19,505	-310,313	-	-505,190
<b>Net book amount</b>	<b>327,206</b>	<b>59,583</b>	<b>22,314</b>	<b>69,273</b>	<b>35,983</b>	<b>514,359</b>

## FINANCIAL STATEMENTS

### Goodwill allocation

Goodwill is allocated to DNA's cash-generating units as follows:

EUR in thousands	2016	2015
Consumer segment	180,723	180,723
Corporate segment	146,483	146,483
<b>Total</b>	<b>327,206</b>	<b>327,206</b>

### Impairment testing

In order to carry out impairment testing, goodwill is allocated to cash-generating units (CGUs) in accordance with DNA's business organisation. The balance sheet values of all CGUs are subjected to an annual impairment testing. Apart from goodwill, the Group does not have any other intangible assets with an unlimited useful life. The recoverable amount (the higher of an asset's fair value less costs to sell and its value in use) of each CGU is defined as the value in use according to the projected discounted cash flows (the DCF method). Cash flow projections are based on the plans approved by management, covering a five-year period. Management considers the projections to reflect development to date and other information available from external sources. The (before tax) discount rate (weighted average cost of capital, WACC) used in testing represents 7.4-7.5 per cent depending on the segment.

The growth rate forecasted after five years was assumed to be 2.0 per cent.

The impairment test indicated that the recoverable amounts of the CGUs exceeded their balance sheet values and their goodwill have not been impaired. The assumptions used are based on management's best judgement based on the information available at the publication of the financial statements.

The key assumptions used were growth in net sales, development of profitability, weighted average cost of capital (WACC) as well as the cash flow growth rate after the five-year forecast period. The major sensitivities in the result are associated with the forecasted net sales and levels of profitability.

The change in WACC from previous year is due to the removal of a risk premium associated with unlisted companies.

### APPLIED PARAMETERS USED IN IMPAIRMENT TESTING AND SENSITIVITY ANALYSIS

#### Applied parameters 2016

	Consumer segment	Corporate segment
Applied forecast parameters	2016	2016
Average growth in net sales, %*	1.2	1.9
Average operating margin, % *	30.4	32.8
Average investment, % of net sales *	14.5	19.4
Growth after the forecast period, %	2.0	2.0
WACC, %	7.5	7.4
Amount of headroom, EUR million	1,325	279

\* Five-year forecast period average

The table below illustrates the change in percentage points for the key forecast parameters before the fair value falls below the carrying value (and other parameters remaining unchanged).

	<b>Consumer segment</b>	<b>Corporate segment</b>
<b>Sensitivity analysis of forecast parameters</b>	<b>2016</b>	<b>2016</b>
Average EBITDA, % of net sales	-11.3	-6.4
WACC, %	13.4	4.3

### Applied parameters 2015

	Consumer segment	Corporate segment
<b>Applied forecast parameters</b>	2015	2015
Average growth in net sales, %*	1.3	2.0
Average operating margin, % *	28.2	35.5
Average investment, % of net sales *	13.1	19.1
Growth after the forecast period, %	2.0	2.0
WACC, %	10.2	10.1
Amount of headroom, EUR million	571	172

\* Five-year forecast period average

The table below illustrates the change in percentage points for the key forecast parameters before the fair value falls below the carrying value (and other parameters remaining unchanged).

	Consumer segment	Corporate segment
<b>Sensitivity analysis of forecast parameters</b>	2015	2015
Average EBITDA, % of net sales	-4.6	-3.4
WACC, %	8.4	3.6

## 16 INVESTMENTS IN ASSOCIATES

EUR in thousands	2016	2015
1 January	1,186	2,155
Share of the result for the financial period	14	10
Decreases	0	-980
<b>31 December</b>	<b>1,199</b>	<b>1,186</b>

There was no goodwill related to the carrying value of associated companies in 2016 and 2015.

**Financial information on the Group's associates, including assets, liabilities, net sales as well as the Group's share of the results.**

EUR in thousands

2016	Domicile	Assets	Liabilities	Net sales	Share of result	Group holding
Suomen Numerot Numpac Oy	Helsinki	667	159	1,598	18	33%
Kiinteistö Oy Otavankatu 3	Pori	2,987	321	299	0	36%
Kiinteistö Oy Siilinjärven Toritie	Siilinjärvi	329	3	29	0	38%

2015	Domicile	Assets	Liabilities	Net sales	Share of result	Group holding
Suomen Numerot Numpac Oy	Helsinki	718	251	1,568	10	33%
Kiinteistö Oy Otavankatu 3	Pori	2,962	396	304	0	36%
Kiinteistö Oy Siilinjärven Toritie	Siilinjärvi	333	3	35	0	38%

## INTEREST IN JOINT ARRANGEMENT

	Group holding
Finnish Shared Network Ltd	49%

The joint arrangement was established in 2014 and is classified as a joint operation. The contractual arrangement establishes the parties' rights to the assets and obligations for liabilities, relating to the arrangement, and the parties' rights to the corresponding revenues

and obligations for the corresponding expenses. DNA recognised its share of 44 per cent (2015 42 per cent) of assets, liabilities, revenues and expenses in its consolidated financial statements.

## 17 AVAILABLE-FOR-SALE FINANCIAL ASSETS

EUR in thousands	2016	2015
Shares in non-listed companies	215	215
<b>Total</b>	<b>215</b>	<b>215</b>

There were no changes in available-for-sale financial assets during the financial periods 2015-2016.

## 18 TRADE AND OTHER RECEIVABLES

EUR in thousands	2016	2015
<b>Non-current receivables</b>		
Trade receivables	29,930	31,668
Prepaid expenses 1)	3,970	4,381
Other non-current receivables	2,377	1,824
<b>Total non-current receivables</b>	<b>36,277</b>	<b>37,874</b>
<b>Current receivables</b>		
Trade receivables	174,744	157,905
Prepaid expenses 1)	12,989	11,295
Income tax receivables	7,687	5,940
Other current receivables	1,508	7,391
<b>Total</b>	<b>196,927</b>	<b>182,531</b>

1) Prepaid expenses mainly consist of: prepaid production rental invoices, prepayments for IT-support and other prepaid trade payables EUR 13.8 million (EUR 12.8 million), TyEL pension prepayment EUR 0.4 million (EUR 0.3 million) and other prepayments EUR 2.7 million (EUR 2.5 million).

During 2016, the Group has recognised an impairment loss on trade receivables of EUR 1.3 million (EUR 3.0 million). Impairment is recognised on receivables older than 180 days. Non-current receivables are measured at fair value. Fair value of receivables corresponds to book value as the effect of discounting is not material considering the maturity.

### MOVEMENTS IN THE PROVISION FOR IMPAIRMENT OF TRADE RECEIVABLES ARE AS FOLLOWS:

	2016	2015
1 January	6,646	7,933
Provision for receivable impairment	-546	892
Receivables written off during the year as uncollectible	-326	-2,178
31 December	5,774	6,646

# 19 DEFERRED TAX ASSETS AND LIABILITIES

EUR in thousands	1 January	Recognised in the income statement	Other comprehen- sive income	Recognised in equity	31 December
<b>Deferred tax assets 2016</b>					
Provisions	2,691	-338	39	-	2,392
Finance lease agreements	287	-32	-	-	255
Group eliminations	6,050	-2,428	-	-	3,622
Tax losses	195	92	-	-	287
Unused taxable depreciation	6,912	-2,791	-	-	4,121
Other temporary differences	2,705	1,312	-	12	4,029
<b>Total</b>	<b>18,840</b>	<b>-4,185</b>	<b>39</b>	<b>12</b>	<b>14,704</b>

EUR in thousands	1 January	Recognised in the income statement	Other comprehen- sive income	Recognised in equity	31 December
<b>Deferred tax liabilities 2016</b>					
Fair value of assets through business combinations	23,633	-2,950	-	-	20,683
Accelerated depreciation	287	19	-	-	306
Other temporary differences	4,365	317	-	-	4,682
<b>Total</b>	<b>28,285</b>	<b>-2,615</b>	<b>0</b>	<b>0</b>	<b>25,671</b>

EUR in thousands	1 January	Recognised in the income statement	Other comprehen- sive income	Recognised in equity	31 December
<b>Deferred tax assets 2015</b>					
Financial assets	28	-	-28	-	0
Provisions	4,524	-1,770	-62	-	2,691
Finance lease agreements	415	-128	-	-	287
Group eliminations	8,474	-2,424	-	-	6,050
Tax losses	11,715	-11,520	-	-	195
Unused taxable depreciation	4,779	2,133	-	-	6,912
Other temporary differences	1,256	1,449	-	-	2,705
<b>Total</b>	<b>31,190</b>	<b>-12,260</b>	<b>-90</b>	<b>0</b>	<b>18,840</b>

EUR in thousands	1 January	Recognised in the income statement	Other comprehen- sive income	Recognised in equity	31 December
<b>Deferred tax liabilities 2015</b>					
Fair value of assets through business combinations	28,213	-4,580	-	-	23,633
Accelerated depreciation	78	209	-	-	287
Other temporary differences	4,228	137	-	-	4,365
<b>Total</b>	<b>32,518</b>	<b>-4,234</b>	<b>0</b>	<b>0</b>	<b>28,285</b>

## 20 INVENTORIES

EUR in thousands	2016	2015
Materials and supplies	21,725	21,082
<b>Total</b>	<b>21,725</b>	21,082

During the reporting period, an expense of EUR 112.4 million (EUR 97.3 million) was recognised in the income statement for materials and supplies.

## 21 CASH AND CASH EQUIVALENTS

EUR in thousands	2016	2015
Cash and cash equivalents	46,238	25,266
<b>Total</b>	<b>46,238</b>	25,266



## 22 EQUITY

EUR in thousands	Shares outstanding (thousands)	Treasury shares (thousands)	Total number of shares (thousands)	Share capital	Reserve for invested unrestricted equity
1 January 2015	8,479	1,132	9,611	72,702	607,335
Share issue	9	-2	7		
31 December 2015	8,488	1,130	9,618	72,702	607,335
Share issue	1	-1			67
Cancellation of treasury shares		-1,130	-1,130		
Subdivision of shares (split) through share issue without payment	118,837		118,837		
Share issue	4,978		4,978		50,000
Direct costs relating to share issue					-5,417
Taxes related to share issue expenses					417
Reclassification					316
<b>31 December 2016</b>	<b>132,304</b>	<b>0</b>	<b>132,304</b>	<b>72,702</b>	<b>652,719</b>

DNA Plc has one type of share. The total number of shares is 132,303,500 (144,275,355). DNA Plc had no treasury shares at the end of the review period, because all treasury shares held by the company were cancelled in October. As a result of the cancellation, the amount of -103 321 thousand euros recorded in equity in treasury shares was transferred to retained earnings as a reduction. The number of outstanding shares is 132,303,500 (127,318,050). The shares do not have a nominal value. On 31 December 2016, DNA Plc's share capital amounted to EUR 72,702,226. All issued shares have been paid in full.

### Share split

The DNA Plc's Extraordinary General Meeting of 25 October 2016 decided on a share split through share issue without payment, and the issued shares were registered in the Finnish Trade Register on 27 October 2016. In the share split, shareholders received 14 new shares for each old share and 118,837,460 new shares were issued, bringing the total number of the company's shares to 127,325,850. The split had no effect on the company's share capital or capital structure. Share key figures have been adjusted according to the new number of shares.

### Rights issue to the Board of Directors\*

The rights issue is based on the decision of the Annual General Meeting to allow each member of the Board of Directors to decide whether their annual remuneration shall be paid entirely in cash, or partly in shares and partly in cash. During 2016, a total of 520 shares were subscribed (1,407 shares). Jarmo Leino subscribed 224 new shares, Anu Nissinen 74, Tero Ojanperä 74, Jukka Ottela 74 and Margus Schults 74. The per-share subscription price was EUR 128.54. The new shares issued did not have a nominal value. During 2015, 1,407 treasury share were assigned.

### Rights issue to key personnel\*

During the reporting period 2015, a total of 375 new shares were subscribed at the per-share subscription price of EUR 95.51. During 2015, 6,475 shares were registered. The new shares issued did not have a nominal value. During 2015, 375 treasury shares were assigned. There were no transactions during 2016.

\*before the share split

## FINANCIAL STATEMENTS

Shareholders' equity reserves are described as follows:

### Reserve for invested unrestricted equity

The reserve for invested unrestricted equity includes other equity type investments and the subscription price of shares insofar as it has not been expressly recognised in the share capital.

### Dividends

A dividend distribution of 40,062,746.40 euros (30,041,194.02 euros) was made for the year 2015.

### Treasury shares

The treasury shares account includes the acquisition cost of treasury shares held by the Group.

Treasury shares are presented as a separate component in equity.

Date	Number of shares	Acquisition cost (EUR in thousands)
1.1.2015	1,132,144	103,546
Share issue	-1,782	-170
Returned	125	12
<b>31.12.2015</b>	<b>1,130,487</b>	<b>103,388</b>
<b>1.1.2016</b>	<b>1,130,487</b>	<b>103,388</b>
Share issue	-520	67
Cancellation	-1,129,967	0
<b>31.12.2016</b>	<b>0</b>	<b>0</b>

### Parent company DNA Plc's distributable funds as at 31 December 2016

EUR in thousands	31.12.2016
Reserve for invested unrestricted equity	136,561
Retained earnings	26,611
Net result for the period	45,686
<b>Total distributable funds</b>	<b>208,858</b>

## 23 SHARE-BASED PAYMENTS

### Rights issue against payment to Group key personnel in 2014

On 20 November 2014, the Board of Directors decided to introduce a new share-based reward plan in the incentive and commitment scheme of DNA and its subsidiaries. The objective is to align the goals of DNA's owners and the participating key personnel in order to increase the value of DNA, ensure the commitment of the key personnel and to offer them a competitive reward plan based on earning and accumulating company shares.

### Participation requires subscription in the directed rights issue

The prerequisite for participating in the share-based reward plan is that a person participating in the share-based reward plan acquires, against payment, shares up to the number determined by the Board of Directors.

Participants have the opportunity to receive a reward as DNA's shares or as cash in connection with stock-exchange listings or main shareholders' exit. Receiving of the reward is tied to the continuance of participant's employment and ownership of shares up to the number determined by the Board of Directors upon reward payment.

The reward will consist of shares per each subscribed share (base matching shares). Additionally, it is possi-

ble to obtain a reward based on the listing or sale price (performance share). For stock-exchange listings, the value of the additional reward, is based on the share price and for exits, on the sale price. If neither takes place by 31 May 2019 at the latest, or if the Board of Directors decides to extend the plan no later than 31 May 2021, the reward is based on the possible increase in the share value during the expected life.

The right to the reward is personal, and is payable only to named participants. Participants cannot transfer the right to the reward to another party. The Board of Directors decides on all matters relating to the shared-based reward plan, such as a participant's right to the reward in case their duties within the Group should change or they leave the employment of DNA before the reward payment.

A maximum total of 1,920,000\* new shares can be issued in the plan. The maximum amount, which was 128,000 shares, has been adjusted in accordance with the reward plan conditions on the basis of the share split decision made at the company's Extraordinary Shareholders' Meeting on the 25th of October, 2016. The share subscription period of the new shares was from 27 November to 12 December 2014. Additionally, the Board of Directors has on the 26th of March 2015, decided to make an addition to the share-based reward plan 2014 target group. The share subscription period of the new shares was from 26 March to 24 April 2015.

### Share-based reward plan

Grant date	12 Dec 2014	22 May 2015
Amount of granted instruments*	97,125	5,625
Returned instruments*	1,875	
Share price at grant date*	6.37	6.37
Fair value of the reward at grant date		
Matching share/Share*	6.37	6.37
Performance share*	21.00	21.00
Valid until	31 May 2019	31 May 2019
Expected life	3 years	3 years
Implementation	As shares and cash	As shares and cash

\*after the share split

## FINANCIAL STATEMENTS

After the listing of the DNA shares, the Board of Directors has confirmed the maximum amount of awarded shares to be 1,458,622 shares. Withholding tax will be deducted and the net reward will be paid as shares in December 2017, one year after the listing.

The fair value of the share at grant date is estimated according to the shares' valuation model.

The determination of fair value is based on assumptions such as expected volatility, fair value of the share at grant date and expected life.

<b>Expense recorded in the income statement</b>	1-12/2016	1-12/2015
Share-based payments	5,581	756

<b>Debt recorded in the statement of financial position</b>	31.12.2016	31.12.2015
Debt related to share-based reward plan	5,153	378

<b>Other share-based payments</b>	31.12.2016	31.12.2015
Personnel offering	275	-
Rights issue to the Board of Directors	-	134

## 24 EMPLOYMENT BENEFIT OBLIGATIONS

DNA Group's employee pensions are managed by external insurance companies. The TyEL pension insurances is classified as a defined contribution plan and are managed by the pension insurance companies. DNA also has additional defined benefit plans for some employ-

ees. These plans are based on the final salary, and the persons covered receive a supplementary pension at the defined level. The size of the benefit at retirement is determined by factors such as years of service and compensation earned while in employment.

The liability recognised in the balance sheet for the defined benefit plans is determined as follows:

EUR in thousands	2016	2015
<b>Liability recognised in the balance sheet:</b>		
Funded defined benefit obligation	<b>6,403</b>	6,131
Fair value of plan assets	<b>-4,306</b>	-4,192
Surplus/deficit	<b>2,097</b>	1,939
Liability recognised in the balance sheet	<b>2,097</b>	1,939

	Present value of obligation	Fair value of plan assets	Total
<b>1 January 2015</b>	6,771	-4,552	2,219
Current service cost	90		90
Interest cost/income	116	-78	38
	206	-78	128
Remeasurements recognised:			
- Return on plan assets, excluding interest cost/income		300	300
- Actuarial gain or loss arising from changes in demographic assumptions	-17		-17
- Gain or loss arising from changes in financial assumptions	-472		-472
- Experience adjustments	-122		-122
	-611	300	-311
Contributions:			
- Contribution paid by employer		-97	-97
Benefits paid:			
- Benefits	-235	235	0
Settlements			
<b>31 December 2015</b>	6,131	-4,192	1,939

## FINANCIAL STATEMENTS

	Present value of obligation	Fair value of plan assets	Total
<b>1 January 2016</b>	6,131	-4,192	1,939
Current service cost	87		87
Interest cost/income	114	-78	36
	201	-78	123
Remeasurements recognised:			
- Return on plan assets, excluding interest cost/income		-89	-89
- Actuarial gain or loss arising from changes in demographic assumptions	0		0
- Gain or loss arising from changes in financial assumptions	591		591
- Experience adjustments	-308		-308
	283	-89	194
Contributions:			
- Contribution paid by employer		-159	-159
Benefits paid:			
- Benefits	-212	212	0
Settlements			
<b>31 December 2016</b>	6,403	-4,306	2,097

Significant actuarial assumptions:

	2016	2015
Discount rate	<b>1.40%</b>	1.90%
Inflation	<b>1.60%</b>	1.60%
Salary growth rate	<b>3.10%</b>	3.10%
Benefit growth rate	<b>1.90%</b>	1.80%

Assumptions regarding future mortality are set based on actuarial advice in accordance with published statistics and experience. These assumptions translate into a weighted average life expectancy in years for a pensioner at the retirement age of 65 as follows:

<b>2016</b>	Men	Women
Plan participants retiring at the end of the financial year	21.4	25.4
Plan participants retiring 20 years after the end of the financial year	22.0	27.0

<b>2015</b>	Men	Women
Plan participants retiring at the end of the financial year	21.4	25.4
Plan participants retiring 20 years after the end of the financial year	22.0	27.0

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions:

**Impact on defined benefit obligation**

<b>2016</b>	Change in assumption	Increase	Decrease
Discount rate	0.50%	-7.7%	6.7%
Salary growth rate	0.50%	1.5%	-1.4%
Pension growth rate	0.50%	6.8%	-6.2%
		Addition of one year	
Life expectancy			5.0%

**Impact on defined benefit obligation**

<b>2015</b>	Change in assumption	Increase	Decrease
Discount rate	0.50%	-7.3%	8.2%
Salary growth rate	0.50%	1.5%	-1.4%
Pension growth rate	0.50%	6.4%	-5.8%
		Addition of one year	
Life expectancy			4.5%

## FINANCIAL STATEMENTS

The above sensitivity analysis is based on a method where one actuarial assumption changes but the others remain unchanged. In practice, this is unlikely, and some changes in assumptions may be correlated.

When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the pension liability recognised within the statement of financial position.

The Group is exposed to several risks in relation to the defined benefit plans, the most significant of which are described below.

### Changes in the bond yields

According to the employer's IFRS reporting practice, the employer's obligations and liabilities depend on the bond yields on the reporting date. Decrease in yields increases liabilities and the payment obligation of pension benefits calculated according to IAS 19. However, since the employer is not subject to an investment risk in relation to the assets covering the liabilities, an increase in the yield of bonds will also have an effect on reported assets.

### Inflation risk

The benefits paid in the plan are tied to the TyEL index, which depends on inflation (80 per cent) and a general salary index (20 per cent). High inflation increases the TyEL index, which in turn increases liabilities (IFRS) and annual contributions to the insurance company.

### Salary risk

If the salary of an employee increases by more than the general salary index, the size of benefit will increase, which in turn will increase the benefit obligation, which increases the risk of higher contributions payable by the employer.

### Life expectancy risk

As regards the life expectancy risk, the insurance company carries the risk related to actual life expectancy deviating from the expected life expectancy. Changes in life expectancy have an impact on the employer's obligations. The employer's risk in terms of changes in life expectancy only applies to future costs, whereas the insurance company carries the risk for benefits accrued by the change date.

Expected contributions to the post-employment benefit plan in 2017 are expected to total EUR 162 thousand.

The weighted average duration of the defined benefit obligation was 17 years (16 years).

### Undiscounted pension benefits are expected to mature as follows:

EUR in thousands	Pension benefits	
	2016	2015
Less than 1 year	303	279
1-5 years	1,040	1,127
5-10 years	1,159	1,231
10-15 years	1,181	1,243
15-20 years	1,049	1,097
Over 20 years	3,427	3,619
Total	8,159	8,596



## 25 PROVISIONS

EUR in thousands	1 January 2016	Additions	Provisions used	Other/ Discount effect	31 December 2016
Asset retirement obligation	8,563	6	-943	-	7,627
Restructuring provisions	152	529	-11	-	671
Onerous contracts	4,935	2,263	-352	-3,638	3,207
Other provision	376	210	-	-	586
<b>Total</b>	<b>14,027</b>	<b>3,008</b>	<b>-1,307</b>	<b>-3,638</b>	<b>12,090</b>

EUR in thousands	1 January 2015	Additions	Provisions used	Other/ Discount effect	31 December 2015
Asset retirement obligation	9,211	1	-649	-	8,563
Restructuring provisions	2,114	0	-1,961	-	152
Onerous contracts	11,780	869	-1,129	-6,586	4,935
Other provision	89	376	-	-89	376
<b>Total</b>	<b>23,194</b>	<b>1,246</b>	<b>-3,739</b>	<b>-6,675</b>	<b>14,027</b>

EUR in thousands	2016	2015
Non-current provisions	<b>10,739</b>	13,023
Current provisions	<b>1,351</b>	1,004
<b>Total</b>	<b>12,090</b>	14,027

### Asset retirement obligation

The asset retirement obligation provision comprise the estimated dismantling and demolition costs of data centres, masts and telephone poles. The asset retirement period for telephone poles is estimated at 15 years, and 25 years for data centres and masts. Realising the dismantling and demolition costs do not involve any significant uncertainties.

### Restructuring

Cooperation negotiations necessitated by business restructuring have been initiated in the Consumer Segment customer solutions area. The Corporate Seg-

ment also initiated cooperation negotiations in the last quarter of 2016, resulting in staff cuts affecting four positions. In relation to these, a provision of EUR 529 thousands was made. The restructuring provision includes a provision for termination costs. The provision relating to terminations will be realised during 2017.

### Onerous contracts

This provision is mainly for a non-cancellable lease agreement and covers future leases of unused premises. During the period, the Group has let part of the under-utilised premises and the provision has been reversed. The provision has been discounted. The non-cancellable lease agreement expires in 2025.

## 26 BORROWINGS

EUR in thousands	2016	2015
<b>Non-current</b>		
Loans from financial institutions	78,814	113,954
Bonds	248,408	247,797
Finance lease liabilities	437	583
<b>Total</b>	<b>327,659</b>	<b>362,334</b>
<b>Current</b>		
Loans from financial institutions	35,139	35,138
Commercial papers	4,983	39,904
Finance lease liabilities	167	168
<b>Total</b>	<b>40,290</b>	<b>75,210</b>
<b>Finance lease liabilities – minimum lease payments</b>		
EUR in thousands	2016	2015
No later than 1 year	169	170
Later than 1 year and no later than 5 years	480	649
<b>Total</b>	<b>649</b>	<b>819</b>
Future finance charges of finance leases	-45	-68
<b>Present value of finance lease payments</b>	<b>604</b>	<b>751</b>
<b>Finance lease liabilities – present value of minimum lease payments</b>		
No later than 1 year	167	168
Later than 1 year and no later than 5 years	437	583
<b>Total</b>	<b>604</b>	<b>751</b>
<b>Total finance lease liabilities</b>	<b>649</b>	<b>819</b>

## 27 TRADE AND OTHER PAYABLES

EUR in thousands	2016	2015
Current financial liabilities carried at amortised cost		
Trade payables	84,911	85,402
Accrued expenses 1)	98,744	76,654
Advances received	25,155	25,743
Other current liabilities	12,529	9,471
<b>Total current liabilities</b>	<b>221,340</b>	<b>197,271</b>

1) Accrued expenses comprise: holiday pay and bonuses including social expenses totalling EUR 21.5 million (EUR 20.1 million), interest expenses EUR 3.9 million (EUR 4.0 million), deferred income EUR 5.4 million (EUR 7.0 million), spectrum license liability EUR 11.1 million (EUR 6.7 million), direct transaction costs of the listing EUR 7.5 million (EUR 0.0), debt related to share-based reward plan EUR 5.2 million (EUR 0.4 million) as well as other accrued operative expenses EUR 44.2 million (EUR 38.5 million).

## 28 FAIR VALUE OF BORROWINGS

### Non-current borrowings

EUR in thousands	2016		2015	
	Carrying amount	Fair value	Carrying amount	Fair value
Loans from financial institutions	78,814	78,982	113,954	114,618
Bonds	248,408	262,722	247,797	256,945
Financial lease agreements	437	437	583	583
<b>Total</b>	<b>327,659</b>	<b>342,141</b>	<b>362,334</b>	<b>372,146</b>

### Current borrowings

EUR in thousands	2016		2015	
	Carrying amount	Fair value	Carrying amount	Fair value
Loans from financial institutions	35,139	35,188	35,138	35,220
Bonds	4,983	4,983	39,904	39,904
Financial lease agreements	167	167	168	168
<b>Total</b>	<b>40,290</b>	<b>40,338</b>	<b>75,210</b>	<b>75,292</b>

Fair value of borrowings has been calculated by discounting the expected cash flow of borrowings using the market interest rate at balance sheet date plus the company's risk premium. The market value of the bond is the average value of the year-end quoted prices from two banks. The fair value of financial lease liabilities do not materially differ from their carrying amount.

## 29 OPERATING LEASE AGREEMENTS

EUR in thousands	2016	2015
<b>Group as lessee</b>		
The future minimum lease payments under non-cancellable operating leases		
Within one year	<b>50,507</b>	50,932
Later than one year but no later than five years	<b>44,037</b>	45,537
Later than five years	<b>33,103</b>	38,783
<b>Total</b>	<b>127,647</b>	135,253

The Group leases premises, telecommunication premises, masts, vehicles etc. The lease periods are 1–6 years and normally include the opportunity to continue the agreement after the original end date. The 2016 income statement includes paid operating lease expenses of EUR 45.1 million (EUR 40.1 million). Relating to operating leases, the Group has made a provision of EUR 3.2 million (EUR 4.9 million). For more information see note 25 Provisions.

## 30 GUARANTEES AND CONTINGENT LIABILITIES

EUR in thousands	2016	2015
VAT refund liability	<b>758</b>	969

In addition, DNA's agreements with some of its main suppliers contain minimum order quantities (units) for the contract period. As DNA has discretion over which units to purchase over the contract period and the price per unit varies, DNA is unable to estimate the exact EUR amount for these commitments.

Lease commitments relating to operating lease agreements are presented in note 29.

# 31 RELATED PARTY TRANSACTIONS

DNA's related parties include the main shareholders (Finda Oy, PHP Holding Oy) which have significant influence over the group, subsidiaries, associated companies, joint arrangements and members of the Board of Directors and the management team, includ-

ing the CEO and the deputy CEO as well as their close family members. In addition, related parties include all entities controlled or jointly controlled by a person identified as related party.

## Parent company DNA Plc's subsidiaries and ownerships:

Company	Country	Share of ownership	Share of votes
DNA Kauppa Oy	Finland	100%	100%
DNA Welho Oy	Finland	100%	100%
Huuked Labs Oy	Finland	100%	100%
Forte Netservices OOO	Russia	100%	100%

Listing of associated companies is presented in note 16.

The following related party transactions were carried out:

EUR in thousands	Sales	Purchases	Receivables	Liabilities
<b>2016</b>				
Organisations exercising significant influence	30	2,776	2	3
Associated companies	0	475	0	0
<b>2015</b>				
Organisations exercising significant influence	24	3,527	2	2
Associated companies	0	624	0	2

## FINANCIAL STATEMENTS

### KEY MANAGEMENT COMPENSATION

Company's key management comprises the Board of Directors and the Executive team.

EUR in thousands	2016	2015
Salaries and other short-term employee benefits	2,932	2,879
Termination benefits	0	76
Pension expenses - defined contribution plan and defined benefit plan	791	322
Share-based payments	2,552	756
<b>Total</b>	<b>6,275</b>	<b>4,033</b>

### Options granted to management

The implementation type has been reclassified as cash. 2010A expired during 2015 and 2010B expired during 2016. The conditions for the scheme were not fulfilled.

EUR in thousands	2016	2015
<b>CEO salaries and commissions:</b>		
Jukka Leinonen	540	543

### Members and deputy members of the Board of Directors

Korhonen Pertti	14	-
Jarmo Leino	136	159
Jukka Ottela	61	63
Kirsi Sormunen	75	67
Anu Nissinen	60	63
Tero Ojanperä	56	57
Margus Schults	57	57
Anssi Soila	-	14
<b>Total</b>	<b>460</b>	<b>480</b>

### Management's and CEOs' pension commitments

Members of the Group management are entitled to defined benefit pension at the age of 62 and the CEO and deputy CEO of the parent company at the age of 60. They have supplementary defined contribution plans.

## 32 CORRECTION TO PRIOR PERIODS

DNA has reclassified certain cash flow items to represent the group's current reporting policy. The corrections and reclassifications have been retrospectively

revised according to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors. The corrections had the following effect on the Group's figures:

### 2015

EUR in thousands	Reported	Re-classifications	Restated
<b>Cash flows from operating activities</b>			
Net result for the period	50,049		50,049
Adjustments	165,954	1,048	167,003
Finance income and expense	10,465	1,048	11,513
Change in net working capital	42,114	-6,463	35,651
Change in trade and other payables	28,483	-6,463	22,020
Interest paid	-9,452	2,684	-6,768
Net cash generated from operating activities	249,743	-2,731	247,012
Investments in property, plant and equipment (PPE) and intangible assets	-155,129	2,731	-152,398
Net cash used in investing activities	-152,466	2,731	-149,735
Net cash generated from (used in) financing activities	-82,610	0	-82,610

## 33 EVENTS AFTER THE REVIEW DATE

DNA's Board of Directors decided in its meeting of 30 January to establish a new long-term share-based incentive scheme for senior management and other key employees of the company. The main structure of the system is a Performance Share Plan (PSP) and the Board of Directors decided that a bridge element between DNA's long-term share-based compensation plan launched in 2014 and the new long-term share-based incentive scheme that will begin in 2017 will be covered with an adjusted short-term incentive earning opportunity (bridge plan). In addition, DNA has a Restricted Share Plan (RSP).

The Performance Share Plan consists of separate, share-based reward programmes that begin annually. Each programme has a three-year vesting period. The start of each new programme requires a separate decision by the Board of Directors. The first programme (PSP 2017) starts at the beginning of 2017. Any share-based rewards earned through it will be paid in the spring of 2020, if the performance targets set by the Board of Directors are reached.

The first programme will be built on the following performance targets: DNA's total shareholder return (TSR) compared to a peer group over the period 2017–2019, and DNA's cumulative cash flow in 2017–2019. The first programme has about 50 participants, and the maximum number of shares to be handed out will be 471,000 (gross amount from which applicable withholding tax will be deducted, and the remaining net amount will be paid as shares).

The Bridge Plan for the transition period consists of two, three-year-long share-based reward programmes. These programmes have a year-long vesting period and a two-year restriction period. The programmes will begin in 2017 and 2018. Any share-based rewards based on the 2017 programme will be handed out in the spring of 2018, if the performance targets set by the Board of Directors are reached. Shares received as a reward cannot be transferred during a two-year restriction period after the vesting period.

The performance targets applicable to the share-based reward system during the transition period are based on DNA's key strategic objectives for the vesting periods in question. The first programme has about 50 participants, and the maximum number of shares to be handed out will be 157,300 (gross amount from which applicable withholding tax will be deducted, and the remaining net amount will be paid as shares).

The restricted share-based reward system can be used as a complementary tool for committing employees in specific situations, such as during acquisitions and recruitment. The Restricted Share Plan consists of share-based incentive programmes that begin every year. Each program consists of a three-year restriction period, after which the shares allocated in the beginning of each respective programme are paid to the participants, provided that their employment DNA continues until the payment of the rewards. The start of each new programme requires a separate decision by the Board of Directors.

The first program (RSP 2017) will begin in early 2017, and the rewards earned will be handed out in the spring of 2020. The RSP typically applies to only a few individuals per year. The maximum number of shares to be handed out under the first programme (RSP 2017) will be 45,000 (gross amount from which applicable withholding tax will be deducted, and the remaining net amount will be paid as shares).

DNA adheres to the recommendation on the shareholdings of the Executive team. According to the recommendation, each team member should own a share in the company, which corresponds to his or her annual fixed gross salary. In order to achieve the recommended ownership, the team members must retain ownership of at least 50 per cent of the shares they have received through the above-mentioned, share-based incentive systems (calculated based on the net amount of shares left after deduction of the applicable withholding tax), until the person's share in DNA is in line with the recommendation.

The maximum number of shares to be handed out within the above mentioned three share-based incentive systems have been redefined due the change in calculation, from what was published originally on January 31, 2017.



# PARENT COMPANY INCOME STATEMENT, FAS

EUR in thousands	Note	1 Jan - 31 Dec 2016	1 Jan - 31 Dec 2015
<b>NET SALES</b>	<b>1</b>	<b>713,554</b>	674,886
<b>Other operating income</b>		<b>9,750</b>	9,901
Materials and services			
Purchases		<b>-111,166</b>	-98,853
Change in inventory		<b>647</b>	1,717
External services		<b>-215,948</b>	-226,448
<b>Total materials and services</b>		<b>-326,467</b>	-323,583
Employee expenses			
Salaries and commissions		<b>-82,367</b>	-74,294
Social expenses			
Pensions		<b>-13,200</b>	-13,634
Other social expenses		<b>-5,206</b>	-4,065
<b>Total employee expenses</b>		<b>-100,774</b>	-91,993
Depreciation and impairments	<b>2</b>		
Depreciation according to plan		<b>-123,879</b>	-128,235
<b>Total depreciation and impairments</b>		<b>-123,879</b>	-128,235
<b>Other operating expenses</b>	<b>3</b>	<b>-133,532</b>	-112,087
<b>OPERATING RESULT</b>		<b>38,652</b>	28,890

## FINANCIAL STATEMENTS

EUR in thousands	Note	1 Jan - 31 Dec 2016	1 Jan - 31 Dec 2015
Finance income and expense	4		
Income from other investments		6	6
Other interest and financial income		713	663
Interest and other financial expenses		-10,004	-11,792
<b>Total finance income and expense</b>		<b>-9,285</b>	<b>-11,124</b>
<b>RESULT BEFORE APPROPRIATIONS AND TAX</b>		<b>29,367</b>	<b>17,766</b>
Appropriations	5		
Group contribution		29,475	1,729
<b>Total appropriations</b>		<b>29,475</b>	<b>1,729</b>
Income tax	6	-13,156	-4,763
<b>RESULT FOR THE FINANCIAL PERIOD</b>		<b>45,686</b>	<b>14,732</b>

# PARENT COMPANY BALANCE SHEET, FAS

EUR in thousands	Note	2016	2015
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Intangible assets	7		
Development costs		59	168
Goodwill		115,337	121,885
Intangible rights		55,817	70,660
Other capitalised expenditure		25,740	22,005
<b>Total intangible assets</b>		<b>196,953</b>	214,717
Property, plant and equipment	7		
Land and water		713	717
Buildings and constructions		13,352	8,933
Machinery and equipment		241,675	244,339
Other tangible assets		873	873
Advances paid and construction in progress		92,247	83,454
<b>Total tangible assets</b>		<b>348,860</b>	338,316
Investments	8		
Holdings in Group companies		82,653	82,653
Shares in associated companies		3,982	3,982
Other shares and holdings		1,427	1,427
<b>Total investments</b>		<b>88,063</b>	88,063
<b>TOTAL NON-CURRENT ASSETS</b>		<b>633,876</b>	641,097

## FINANCIAL STATEMENTS

EUR in thousands	Note	2016	2015
<b>CURRENT ASSETS</b>			
Inventory			
Materials and supplies		21,691	21,044
<b>Total inventory</b>		<b>21,691</b>	21,044
Non-current receivables			
Trade receivables		29,416	31,668
Receivables from Group companies	9	25,395	12,395
Other receivables		5,161	6,536
Deferred tax asset	16	6,454	6,038
<b>Total non-current receivables</b>		<b>66,425</b>	56,637
Current receivables			
Trade receivables		150,799	135,470
Receivables from Group companies	9	53,047	4,432
Other receivables		707	6,478
Prepaid expenses	10	12,867	16,249
<b>Total current receivables</b>		<b>217,419</b>	162,629
<b>Cash and cash equivalents</b>		<b>41,834</b>	22,678
<b>TOTAL CURRENT ASSETS</b>		<b>347,370</b>	262,989
<b>TOTAL ASSETS</b>		<b>981,247</b>	904,085

EUR in thousands	Liite	2016	2015
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Share capital		<b>72,702</b>	72,702
Reserve for invested unrestricted equity		<b>136,561</b>	86,494
Retained earnings		<b>26,611</b>	51,942
Result for the period		<b>45,686</b>	14,732
<b>TOTAL EQUITY</b>		<b>281,560</b>	225,870
<b>Provisions</b>	<b>11</b>	<b>9,327</b>	10,686
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Borrowings		<b>329,048</b>	364,286
Advances received		<b>297</b>	321
Other non-current liabilities		<b>23,157</b>	12,517
<b>Total non-current liabilities</b>		<b>352,501</b>	377,123
<b>Current liabilities</b>			
Borrowings		<b>40,221</b>	75,143
Advances received		<b>5,676</b>	5,093
Trade payables		<b>69,421</b>	70,256
Liabilities to Group companies	<b>13</b>	<b>117,820</b>	73,265
Other current liabilities		<b>10,207</b>	6,281
Accrued expenses	<b>15</b>	<b>94,512</b>	60,368
<b>Total current liabilities</b>		<b>337,858</b>	290,405
<b>TOTAL LIABILITIES</b>		<b>690,359</b>	667,529
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>981,247</b>	904,085

# PARENT COMPANY CASH FLOW STATEMENT, FAS

EUR in thousands	1.1.–31.12.2016	1.1.–31.12.2015
<b>Cash flows from operations</b>		
Result for the period	45,686	14,732
Adjustments 1)	115,295	132,725
Change in working capital 2)	835	32,674
Interest paid	-8,417	-6,752
Interest received	718	799
Other financial items	-616	-1,307
Income taxes paid	2,215	2,133
<b>Net cash generated from operating activities</b>	<b>155,717</b>	<b>175,003</b>
<b>Cash flows from investments</b>		
Investments in property, plant and equipment (PPE) and intangible assets	-107,839	-124,582
Proceeds from sale of PPE	196	25
Divested associated company shares	212	1,853
Other investments	0	-1,250
Short-term investments increase (-) / decrease (+)	-2,727	0
Loans granted	-13,000	0
<b>Net cash used in investing activities</b>	<b>-123,158</b>	<b>-123,954</b>
<b>Cash flows from financing activities</b>		
Proceeds from share issue	50,067	158
Direct costs relating to share issue	-1,000	0
Osingonjako	-40,063	-30,041
Proceeds from borrowings	105,888	312,780
Repayment of borrowings	-130,023	-326,191
Group contributions received	1,729	5,587
<b>Net cash generated from (used in) financing activities</b>	<b>-13,402</b>	<b>-37,707</b>

EUR in thousands	1.1.–31.12.2016	1.1.–31.12.2015
<b>Change in cash and cash equivalents</b>	<b>19,157</b>	13,341
<b>Cash and cash equivalents at beginning of year</b>	<b>22,678</b>	9,336
<b>Cash and cash equivalents at end of year</b>	<b>41,834</b>	22,678
<b>1) Adjustments:</b>		
Depreciation, amortisation and impairment	<b>123,879</b>	128,235
Gains and losses on disposals of non-current assets	<b>-191</b>	-1,077
Other non-cash income and expense	<b>-29,475</b>	-1,729
Finance income and expense	<b>9,285</b>	11,124
Income tax expense	<b>13,156</b>	4,763
Change in provisions	<b>-1,359</b>	-8,591
<b>Total adjustments</b>	<b>115,295</b>	132,725
<b>2) Change in net working capital:</b>		
Change in trade and other receivables	<b>-27,503</b>	18,247
Change in inventories	<b>-647</b>	-1,578
Change in trade and other payables	<b>28,986</b>	16,005
<b>Total change in net working capital</b>	<b>835</b>	32,674

# PARENT COMPANY ACCOUNTING PRINCIPLES, FAS

## Valuation principles

### Fixed assets

Intangible assets and property, plant and equipment are shown on the balance sheet as acquisition costs, less planned depreciation. Planned depreciation is recorded on a straight-line basis over the useful life of an asset.

The depreciation/amortisation periods are:

Intangible rights	1 - 20 years
Goodwill	4 - 20 years
Other intangible assets	3 - 10 years
Buildings	25 years
Constructions	10 - 25 years
Machinery and equipment	3 - 15 years

The depreciation period of the merger loss capitalised to the balance sheet is 20 years, based on management's view that the merger will generate economic benefits for a minimum of 20 years.

### Inventory valuation

Inventories are stated at the lower of acquisition cost or replacement cost or likely realisable value.

### Financial assets

Securities are recognised at market value. Valuation differences are recognised directly in the income statement.

### Research and development

Development expenditure is recognised as annual costs for the year in which it is incurred. Development expenditure expected to generate future economic benefits are capitalised under intangible assets and amortised over three years.

### Pensions

The company's employee pensions are managed by an external insurance company. Pension contributions and other costs for the financial period are based on the actuary calculations. Expenditure on pensions is recognised as an expense for the year in which it is incurred.

### Deferred tax

Deferred tax has been determined for temporary differences between tax bases of assets and their amounts in financial reporting, using the tax rates effective for future years confirmed on the balance sheet date. The balance sheet includes the deferred tax asset at its estimated realisable amount. The deferred tax asset comprises provisions, deferred depreciation and other temporary differences.



## Correction to prior periods

DNA Plc's cash flow presentation has changed since 2015.

DNA has reclassified certain cash flow items to represent the company's current reporting policy.

	Reported	Re-classifications	Restated
<b>Cash flows from operating activities</b>			
Net result for the period	14,732	0	14,732
Adjustments	131,676	1,048	132,725
Finance income and expense	10,076	1,048	11,124
Change in net working capital	35,493	-2,820	32,674
Change in trade and other payables	18,825	-2,820	16,005
Interest paid	-10,743	3,991	-6,752
Other financial items	0	-1,307	-1,307
<b>Net cash generated from operating activities</b>	<b>174,090</b>	<b>913</b>	<b>175,003</b>
<b>Cash flows from investing activities</b>			
Investments in property, plant and equipment (PPE) and intangible assets	-123,669	-913	-124,582
<b>Net cash used in investing activities</b>	<b>-123,042</b>	<b>-913</b>	<b>-123,954</b>

## Comparability with prior period

The information for the prior period is comparable with the information reported for 2015.

## Foreign currency translations

Items denominated in foreign currencies are translated using the Bank of Finland average rate.

# NOTES TO THE PARENT COMPANY FINANCIAL STATEMENTS

## 1. NET SALES

EUR in thousands	2016	2015
Domestic	697,375	658,770
Foreign	16,179	16,117
<b>Total</b>	<b>713,554</b>	<b>674,886</b>

During the financial period, parent company employed personnel on average

<b>Total</b>	<b>1,388</b>	<b>1,438</b>
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## 2. DEPRECIATION AND AMORTISATION

EUR in thousands	2016	2015
Depreciation of intangible assets	44,218	44,776
Depreciation of intangible and tangible assets	79,661	83,460
<b>Total</b>	<b>123,879</b>	<b>128,235</b>

### 3. OTHER OPERATING EXPENSES

EUR in thousands	2016	2015
Operating and maintenance costs	40,337	39,563
Rental costs	52,402	39,918
External services	15,263	4,043
Other cost items	25,530	28,563
<b>Total</b>	<b>133,532</b>	<b>112,087</b>

In 2016, rental costs were increased by leases of mast and antenna sites as well as a provision for unused premises that was smaller than in the previous year. Costs of external services were increased by costs related to the listing.

#### Auditor fees

PricewaterhouseCoopers Oy

Auditing fees	207	160
Actions referred to in Section 1.1.2 of the Finnish Auditing Act	11	6
Tax consulting	123	90
Other fees	1,252	183
<b>Total</b>	<b>1,594</b>	<b>439</b>

## 4. FINANCE INCOME AND EXPENSE

EUR in thousands	2016	2015
<b>Dividends</b>		
from associated companies	4	4
from others	2	2
<b>Total dividends</b>	<b>6</b>	<b>6</b>
<b>Other interest and financial income</b>		
Interest income from group companies	343	255
Interest income from others	371	408
<b>Total other interest and finance income</b>	<b>713</b>	<b>663</b>
<b>Other interest and financial expense</b>		
Interest expense	8,343	9,437
Other finance expense	1,661	2,356
<b>Total other interest and financial expense</b>	<b>10,004</b>	<b>11,792</b>

## 5. APPROPRIATIONS

EUR in thousands	2016	2015
Group contribution	29,475	1,729
<b>Total appropriations</b>	<b>29,475</b>	<b>1,729</b>

## 6. INCOME TAX

EUR in thousands	2016	2015
Direct taxes	13,411	3,466
Income tax from previous periods	160	0
Change in deferred tax	-416	1,297
<b>Total income tax</b>	<b>13,156</b>	<b>4,763</b>

## 7. INTANGIBLE ASSETS AND PROPERTY, PLANT AND EQUIPMENT

EUR in thousands	2016	2015
<b>Development costs</b>		
Acquisition cost 1 January	3,828	3,689
Transfers	0	139
<b>Acquisition cost 31 December</b>	<b>3,828</b>	<b>3,828</b>
Accumulated amortisation 1 January	3,660	3,468
Amortisation for the financial period	108	193
Accumulated amortisation 31 December	3,769	3,660
<b>Book value 31 December</b>	<b>59</b>	<b>168</b>
<b>Goodwill</b>		
Acquisition cost 1 January	150,768	150,768
<b>Acquisition cost 31 December</b>	<b>150,768</b>	<b>150,768</b>
Accumulated amortisation 1 January	28,883	22,306
Amortisation for the financial period	6,548	6,577
Accumulated amortisation 31 December	35,431	28,883
<b>Book value 31 December</b>	<b>115,337</b>	<b>121,885</b>
<b>Intangible rights</b>		
Acquisition cost 1 January	225,052	218,372
Transfers	5,650	6,680
Disposals	-127	0
<b>Acquisition cost 31 December</b>	<b>230,575</b>	<b>225,052</b>

EUR in thousands	2016	2015
Accumulated amortisation 1 January	154,392	133,194
Amortisation for the financial period	20,492	21,198
Amortisation relating to disposals	-127	0
Accumulated amortisation 31 December	174,758	154,392
<b>Book value 31 December</b>	<b>55,817</b>	70,660
<b>Other non-current intangible assets</b>		
Acquisition cost 1 January	161,016	149,749
Transfers	20,804	11,267
Disposals	-4,309	0
<b>Acquisition cost 31 December</b>	<b>177,510</b>	161,016
Accumulated amortisation 1 January	139,011	122,203
Amortisation for the financial period	17,069	16,808
Amortisation relating to disposals	-4,309	0
Accumulated amortisation 31 December	151,770	139,011
<b>Book value 31 December</b>	<b>25,740</b>	22,005
<b>Total intangible assets</b>	<b>196,953</b>	214,717

## FINANCIAL STATEMENTS

EUR in thousands	2016	2015
<b>Land and water</b>		
Acquisition cost 1 January	717	717
Disposals	-4	0
<b>Book value 31 December</b>	<b>713</b>	<b>717</b>
<b>Buildings and constructions</b>		
Acquisition cost 1 January	18,173	16,223
Transfers	6,057	1,950
<b>Acquisition cost 31 December</b>	<b>24,230</b>	<b>18,173</b>
Accumulated depreciation 1 January	9,240	8,045
Depreciation for the financial period	1,638	1,196
Accumulated depreciation 31 December	10,878	9,240
<b>Book value 31 December</b>	<b>13,352</b>	<b>8,933</b>
<b>Machinery and equipment</b>		
Acquisition cost 1 January	976,889	923,921
Transfers	75,360	55,090
Disposals	-774	-2,122
<b>Acquisition cost 31 December</b>	<b>1,051,474</b>	<b>976,889</b>
Accumulated depreciation 1 January	732,550	652,408
Depreciation for the financial period	78,023	82,264
Depreciation relating to disposals	-774	-2,122
Accumulated depreciation 31 December	809,799	732,550
<b>Book value 31 December</b>	<b>241,675</b>	<b>244,339</b>



EUR in thousands	2016	2015
<b>Other tangible assets</b>		
Acquisition cost 1 January	873	873
<b>Acquisition cost 31 December</b>	<b>873</b>	873
<b>Advances paid and construction in progress</b>		
Acquisition cost 1 January	83,454	41,625
Additions	116,664	116,955
Transfers	-107,871	-75,126
<b>Acquisition cost 31 December</b>	<b>92,247</b>	83,454
<b>Total property, plant and equipment</b>	<b>348,860</b>	338,316

## 8. INVESTMENTS

EUR in thousands	2016	2015
<b>Holdings in Group companies</b>		
Book value 1 January	<b>82,653</b>	82,653
<b>Book value 31 December</b>	<b>82,653</b>	82,653
<b>Shares in associated companies</b>		
Book value 1 January	<b>3,982</b>	3,794
Increase	<b>0</b>	1,250
Disposals	<b>0</b>	-1,062
<b>Book value 31 December</b>	<b>3,982</b>	3,982
<b>Other shares and holdings</b>		
Book value 1 January	<b>1,427</b>	1,427
<b>Book value 31 December</b>	<b>1,427</b>	1,427
<b>Parent company ownerships:</b>		
<b>Holdings in Group companies</b>		
DNA Kauppa Oy	<b>100%</b>	100%
Huuked Labs Oy	<b>100%</b>	100%
DNA Welho Oy	<b>100%</b>	100%
Forte Netservices OOO	<b>100%</b>	100%

All group companies are included in the parent company consolidated financial statements.

	2016	2015
<b>Interests in joint arrangements</b>		
Finnish Shared Network Ltd	<b>49%</b>	49%
<b>Shares in associated companies</b>		
Suomen Numerot Numpac Oy	<b>33,33%</b>	33,33%
Kiinteistö Oy Otavankatu 3	<b>36%</b>	36%
Kiinteistö Oy Siilinjärven Toritie	<b>38%</b>	38%

Suomen Numerot Numpac Oy is included in the parent company consolidated financial statements.

## 9. RECEIVABLES FROM GROUP COMPANIES

EUR in thousands	2016	2015
Long-term sales receivables	<b>25,395</b>	12,395
Sales receivables	<b>18,969</b>	830
Prepaid expenses	<b>1,877</b>	1,872
Group account receivables	<b>2,727</b>	0
Group contribution receivables	<b>29,475</b>	1,729
<b>Total</b>	<b>78,441</b>	16,827

## 10. PREPAID EXPENSES

EUR in thousands	2016	2015
Trade payables	9,194	9,078
Other receivables	3,673	7,171
<b>Total</b>	<b>12,867</b>	16,249

### Unrecognised costs

Of the bond issue costs:

Remainder of the capitalised long-term deferred receivables	1,396	2,285
Remainder of the capitalised short-term deferred receivables	889	889

# 11. EQUITY

EUR in thousands	2016	2015
Share capital 1 January	72,702	72,702
<b>Share capital 31 December</b>	<b>72,702</b>	72,702
Reserve for invested unrestricted equity 1 January	86,494	86,336
Share issue	50,067	158
<b>Reserve for invested unrestricted equity 31 December</b>	<b>136,561</b>	86,494
Retained earnings 1 January	66,674	81,983
Dividend distribution	-40,063	-30,041
<b>Retained earnings 31 December</b>	<b>26,611</b>	51,942
<b>Result for the period</b>	<b>45,686</b>	14,732
<b>Total equity</b>	<b>281,560</b>	225,870
<b>Distributable funds</b>		
Retained earnings	26,611	51,942
Net result for the period	45,686	14,732
Reserve for invested unrestricted equity	136,561	86,494
<b>Total distributable funds</b>	<b>208,858</b>	153,168

## 12. PROVISIONS

EUR in thousands	2016	2015
Estimated decommissioning costs of data centres and masts	4,978	5,223
Onerous contracts*	3,207	4,935
Pension provision	142	152
Restructuring provision	414	0
Other provision	586	376
<b>Total provisions</b>	<b>9,327</b>	<b>10,686</b>

\*The provision covers the under-utilised premises for the full agreement term until 2025. During 2015 and 2016, DNA has let part of the under-utilised premises.

## 13. NON-CURRENT LIABILITIES

EUR in thousands	2016	2015
Bonds	250,000	250,000
Loans from financial institutions	79,048	114,286
Other non-current liabilities	23,157	12,517
Accrued expenses	297	321
<b>Total non-current liabilities</b>	<b>352,501</b>	<b>377,123</b>
<b>Non-current liabilities, maturing in over 5 years</b>		
Bond	0	150,000

## 14. LIABILITIES TO GROUP COMPANIES

EUR in thousands	2016	2015
Trade payables	12,856	2,219
Accrued expenses	7,891	19,997
Group account payables	97,073	51,049
<b>Total liabilities to Group companies</b>	<b>117,820</b>	<b>73,265</b>

## 15. ACCRUED EXPENSES

EUR in thousands	2016	2015
Holiday pay and bonuses	29,377	18,288
Interest expenses	3,888	3,962
Sales accruals	5,380	7,006
Income tax	10,230	0
Other accruals	45,637	31,112
<b>Total accruals</b>	<b>94,512</b>	<b>60,368</b>

## 16. DEFERRED TAX LIABILITY/ASSET

EUR in thousands	2016	2015
Deferred tax asset from provisions	1,865	2,137
Deferred tax asset from deferred depreciation	2,110	2,980
Deferred tax asset from temporary differences	2,478	921
<b>Total deferred tax liability/asset</b>	<b>6,454</b>	<b>6,038</b>

## 17. PLEDGED ASSETS AND CONTINGENT LIABILITIES

EUR in thousands	2016	2015
<b>Pledged assets</b>		
Other obligations on behalf of Group companies		
Bank guarantee	1,197	855
<b>Contingent liabilities and other liabilities</b>		
Finance lease payments		
Payments due during the next financial period	831	1 034
Payments due at a later date	517	683
<b>Total finance lease payments</b>	<b>1,348</b>	<b>1 718</b>

Leasing contracts are made for three-year periods.

### Other contractual obligations

Loan collaterals involve the application of covenants. The agreed covenants are related to the good financial position and liquidity of the Group. Violation of any covenants may result in increased financing costs or termination of the loan agreements. The Group monitors the covenants and they have been met during the financial period.

Leasehold commitments*	115,320	124 073
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\*Includes EUR 3.2 million (EUR 4.9 million) for the non-voidable lease agreement reported under the provision for onerous contracts.

VAT refund liability	758	969
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In addition, DNA's agreements with some of its main suppliers contain minimum order quantities (units) for the contract period. As DNA has discretion over which units to purchase over the contract period and the price per unit varies, DNA is unable to estimate the exact EUR amount for these commitments.



# 18. RELATED PARTY TRANSACTIONS

## Transactions

### 2016

EUR in thousands	DNA Welho Oy	DNA Kauppa Oy	Forte Netservices OOO	Finnish Shared Network Ltd	Total
Sales	39,051	2,839	0	3,178	45,067
Purchases	-126	-36,771	-111	-11,029	-48,036
Interest	210	24	0	102	336
Group contribution	29,475	0	0	0	29,475
<b>Total</b>	<b>68,609</b>	<b>-33,908</b>	<b>-111</b>	<b>-7,749</b>	<b>26,842</b>

### 2015

EUR in thousands	DNA Welho Oy	DNA Kauppa Oy	Forte Netservices OOO	Finnish Shared Network Ltd	Total
Sales	23,108	2 770	18	514	26,410
Purchases	-254	-34,064	-78	-2,827	-37,223
Interest	222	2	1	36	261
Group contribution	0	1,729	0	0	1,729
<b>Total</b>	<b>23,076</b>	<b>-29,563</b>	<b>-59</b>	<b>-2,276</b>	<b>-8,822</b>

The company acquires products sold to external parties from its related parties. Terms used in related party transactions are the same as terms used in transactions carried out with independent parties.

## Key management compensation

EUR in thousands	2016	2015
CEO Jukka Leinonen	<b>540</b>	543
Members and deputy members of the Board of Directors	<b>460</b>	480
Korhonen Pertti	<b>14</b>	-
Jarmo Leino	<b>136</b>	159
Jukka Ottela	<b>61</b>	63
Kirsi Sormunen	<b>75</b>	67
Anu Nissinen	<b>60</b>	63
Tero Ojanperä	<b>56</b>	57
Margus Schults	<b>57</b>	57
Anssi Soila	-	14

No loans have been granted to the Members of the Board of Directors or the CEO.

Members of the Executive team are entitled to defined benefit pension at the age of 62 and the CEO and deputy CEO of the parent company at the age of 60. They have supplementary defined contribution plans.

# SIGNATURES OF THE ANNUAL REPORT AND FINANCIAL STATEMENTS

Helsinki, on this 31st of January 2017

Pertti Korhonen  
Chairman of the Board of Directors

Jarmo Leino  
Member of the Board of Directors

Jukka Ottela  
Member of the Board of Directors

Anu Nissinen  
Member of the Board of Directors

Kirsi Sormunen  
Member of the Board of Directors

Tero Ojanperä  
Member of the Board of Directors

Margus Schults  
Member of the Board of Directors

Jukka Leinonen  
President and CEO

# AUDITORS' NOTE

An auditors' report have been issued today on the performed audit.

Helsinki 14.2.2017

PricewaterhouseCoopers Oy  
Authorised Public Accountants

Mika Kaarisalo  
Authorised Public Accountant

# AUDITOR'S REPORT

## To the Annual General Meeting of DNA Oyj

In our opinion

- the consolidated financial statements give a true and fair view of the group's financial performance and financial position in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU
- the financial statements give a true and fair view of the parent company's financial performance and financial position in accordance with the laws and regulations governing the preparation of the financial statements in Finland and comply with statutory requirements.

### What we have audited

We have audited the financial statements of DNA Oyj (business identity code 0592509-6) for the year ended 31 December, 2016. The financial statements comprise:

- the consolidated balance sheet, income statement, statement of comprehensive income, statement of changes in equity, statement of cash flows and notes, including a summary of significant accounting policies
- the parent company's balance sheet, income statement, statement of cash flows and notes.

We conducted our audit in accordance with good auditing practice in Finland. Our responsibilities under good auditing practice are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Independence

We are independent of the parent company and of the group companies in accordance with the ethical requirements that are applicable in Finland and are relevant to our audit, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

### Overview

- Overall group materiality is € 6 million. We determined materiality using net sales and profit before tax as the benchmark.
- Audit scope: we have performed an audit of parent company DNA Oyj and its Finnish subsidiaries

- Recognition of revenue in correct amount in the correct period
- Impairment testing

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we considered where management made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain.

### Materiality

The scope of our audit was influenced by our application of materiality. An audit is designed to obtain reasonable assurance whether the financial statements are free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

Based on our professional judgement, we determined certain quantitative thresholds for materiality, including the overall group materiality for the consolidated financial statements as set out in the table below. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements on the financial statements as a whole.

<b>Overall group materiality</b>	€ 6 million (previous year € 4 million)
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<b>How we determined it</b>	We determined materiality using net sales and profit before tax as the benchmark.
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<b>Rationale for the materiality benchmark applied</b>	We chose to use both net sales and profit before tax as the benchmark because, in our view, it is the benchmark against which the performance of the group is most commonly measured by users, and is a generally accepted benchmark.
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## How we tailored our group audit scope

We tailored the scope of our audit, taking into account the structure of the group, the accounting processes and controls, and the industry in which the group operates.

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These

matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

### Key audit matter in the audit of the group

### How our audit addressed the key audit matter

#### Recognition of revenue in correct amount in the correct period

See note 5 Net Sales to the consolidated financial statements. The net sales of the group for the period 1 January to 31 December, 2016 was € 858,9 (828,8) million.

Our audit focused on revenue recognition since the various sales processes of the Group are system dependent and the Group uses several different invoicing systems.

We identified and evaluated the following risks that might lead to the net sales not being presented correctly in the financial statements:

- The system dependency and material quantity of sales transactions require the company to have sufficient and functional controls to ensure correctness of net sales. Lack of controls might lead to undetected systematic errors.
- The sales processes' system dependency and material quantity of sales transactions require the company to have sufficient and functional controls to ensure that sales revenue is recognised and recorded as sales in the correct financial period.

We have reviewed the various sales processes of the Group and mapped the related controls, through which the Group management aims to ensure that all transactions are recorded in correct amount in the correct period in the company accounts. As part of our audit:

- We tested the functionality of the identified controls and evaluated their sufficiency in identifying and/or preventing material misstatement
- Inspected through sampling the correctness of invoicing in various billing systems by comparing the invoiced amounts to contracts made by clients and/or price lists
- In addition, we have audited the most material accruals of revenue made in the financial statements through testing the functionality of the key periodisation reports and performing both analytic auditing procedures and manual audit procedures to ascertain correctness of the accruals.

#### Impairment Testing

See note 15 Intangible Assets and Impairment Testing to the consolidated financial statements

Goodwill recorded in the consolidated financial statements amounts to € 327,2 (327,2) million. The management of the company is responsible for the impairment testing. As described in the accounting principles to the consolidated financial statements, the identification of impairment indicators as well as the estimation of future cash flows and the determination of fair values for assets (or group of assets) require management to make significant judgements. The most significant assumptions in impairment testing are growth in net sales, development of EBITDA, determination of discount rate (WACC) and the long term growth rate used after the five-year forecast period.

We have identified and evaluated the risk that assumptions used in the impairment testing are not appropriate for the purpose and that the presented amount of goodwill is too high.

We obtained and reviewed the impairment testing calculations of the management. As a part of the audit:

- We accessed calculations prepared by the management and evaluated the accounting principles used in their preparation
- We discussed the most material assumptions used in the estimation of cash flows and compared them to the internal and external information available as well as to the long-term strategic plans and budget approved by the management.
- We reviewed and evaluated the basis for and mathematical accuracy of the definition of the discount rate (WACC)
- We tested the mathematical correctness of the impairment testing calculations.

We have no key audit matters to report with respect to our audit of the parent company financial statements.

### Responsibilities of the Board of Directors and the Managing Director for the Financial Statements

The Board of Directors and the Managing Director are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU, and of financial statements that give a true and fair view in accordance with the laws and regulations governing the preparation of financial statements in Finland and comply with statutory requirements. The Board of Directors and the Managing Director are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors and the Managing Director are responsible for assessing the parent company's and the group's ability to continue as going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting. The financial statements are prepared using the going concern basis of accounting unless there is an intention to liquidate the parent company or the group or cease operations, or there is no realistic alternative but to do so.

### Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance on whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with good auditing practice will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance good auditing practice, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the parent company's or the group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of the Board of Directors' and the Managing Director's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the parent company's or the group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the parent company or the group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events so that the financial statements give a true and fair view.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Other Reporting Requirements

The Board of Directors and the Managing Director are responsible for the other information. The other information comprises information included in the report of the Board of Directors and in the Annual Report, but does not include the financial statements and our auditor's report thereon. We obtained the report of the Board of Directors prior to the date of this auditor's report and the Annual Report is expected to be made available to us after that date.

Our opinion on the financial statements does not cover the other information.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. With respect to the report of the Board of Directors, our responsibility also includes considering whether the report of the Board of Directors has been prepared in accordance with the applicable laws and regulations.

In our opinion

- the information in the report of the Board of Directors is consistent with the information in the financial statements
- the report of the Board of Directors has been prepared in accordance with the applicable laws and regulations.

If, based on the work we have performed on the information included in the report of the Board of Directors, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Helsinki 14 February, 2017

**PricewaterhouseCoopers Oy**  
Authorised Public Accountants

**Mika Kaarisalo**  
Authorised Public Accountant



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