



## *Auditor's Report (Translation of the Finnish Original)*

To the Annual General Meeting of Stora Enso Oyj

### *Report on the Audit of the Financial Statements*

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#### *Opinion*

In our opinion

- the consolidated financial statements give a true and fair view of the group's financial position and financial performance and cash flows 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.

Our opinion is consistent with the additional report to the Financial and Audit Committee.

#### **What we have audited**

We have audited the financial statements of Stora Enso Oyj (business identity code 1039050-8) for the year ended 31 December 2019. The financial statements comprise:

- the consolidated statement of financial position, 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 statement of financial position, income statement, statement of cash flows and notes.

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#### *Basis for Opinion*

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.

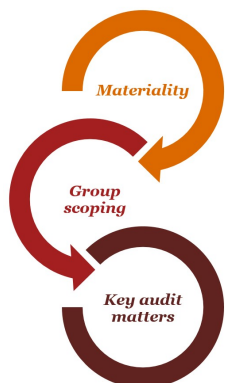
#### **Independence**

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.

To the best of our knowledge and belief, the non-audit services that we have provided to the parent company and to the group companies are in accordance with the applicable law and regulations in Finland and we have not provided non-audit services that are prohibited under Article 5(1) of Regulation (EU) No 537/2014. The non-audit services that we have provided are disclosed in note 5 to the Financial Statements.

## Our Audit Approach

### Overview



- We have applied an overall group materiality of EUR 52 million.
- We performed audit procedures at 28 reporting components in 11 countries that are considered significant based on our overall risk assessment and materiality.
- Valuation of biological assets
- Provisions and contingent liabilities
- Business combinations

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>	EUR 52 million
<b>How we determined it</b>	Based on operating profit and total assets
<b>Rationale for the materiality benchmark applied</b>	We chose operating profit and total assets as the benchmarks because, in our view, they are relevant benchmarks against which the performance of the group is commonly measured by users of the financial statements.

### 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.



The Group operates in a significant number of legal entities or “reporting components” globally. We determined the nature, timing and extent of audit work that needed to be performed at reporting components by us, as the group engagement team, or component auditors operating under our instruction. Where the work was performed by component auditors, we issued specific instructions to those auditors which included our risk analysis, materiality and global audit approach. We performed audit procedures at 28 reporting components in 11 countries that are considered significant based on our overall risk assessment and materiality. We have considered that the remaining reporting components do not present a reasonable risk of material misstatement for consolidated financial statements and thus our procedures related to these reporting components have been limited to targeted audit procedures over significant balances and to analytical procedures performed at group level.

By performing the procedures above at reporting components, combined with additional procedures at the group level, we have obtained sufficient and appropriate evidence regarding the financial information of the group as a whole to provide a basis for our opinion on the consolidated financial statements.

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### *Key Audit Matters*

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.

<b>Key audit matter in the audit of the group</b>	<b>How our audit addressed the key audit matter</b>
<p><i>Valuation of biological assets</i></p> <p><i>Refer to Note 1, Note 2 and Note 12 in the consolidated financial statements for the related disclosures</i></p> <p>The fair value of the Group’s biological assets owned through subsidiaries, joint operations and associated companies amounts to EUR 4 380 million as of December 31, 2019.</p> <p>The value of biological assets is measured at fair value less costs to sell. The fair value is determined using discounted cash flows based on sustainable forest management plans taking into account the growth potential of one cycle. The one cycle varies depending on the geographic location and species. Determining the discounted cash flows requires estimates of growth, harvest, sales price and costs.</p> <p>Due to the level of judgment involved in the valuation of biological assets, complexity of the governance structure as well as the significance of biological assets to the Group's financial position,</p>	<p>We obtained an understanding of management’s biological asset valuation process, evaluated the design and tested the operating effectiveness of internal controls related to directly and indirectly owned biological assets.</p> <p>Our audit procedures over valuation of directly owned biological asset included:</p> <ul style="list-style-type: none"><li>• Evaluation of the methodology adopted by management for the valuation;</li><li>• Testing the mathematical accuracy of the model used for valuation;</li><li>• Assessment of the discount rates applied in the valuation;</li><li>• Assessment of the other key valuation assumptions; and</li><li>• Validation of key inputs and data used in the valuation model including sales price assumptions, growth assumptions and cost assumptions.</li></ul>



this is considered to be a key audit matter.

We involved valuation specialists in the audit work over valuation of directly owned biological assets.

Related to indirectly owned biological assets we have communicated with the auditors of the three largest associates and joint operations. As part of the communication, among other things, we have evaluated the key audit procedures performed related to valuation of biological assets.

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### *Provisions and contingent liabilities*

*Refer to Note 2, Note 22 and Note 29 in the consolidated financial statements for the related disclosures*

As of 31 December 2019, the Group had environmental, restructuring and other provisions totaling EUR 165 million.

In addition, the Group has disclosed significant open legal cases and other contingent liabilities in Note 29.

The assessment of the existence of the present legal or constructive obligation, the analysis of the probability of the outflow of future economic benefits, and the analysis of a reliable estimate, require management's judgement to ensure appropriate accounting or disclosures.

Due to the level of judgement relating to recognition, valuation and presentation of provisions and contingent liabilities, this is considered to be a key audit matter.

We obtained an understanding of management's process to identify new obligations and changes in existing obligations.

We analysed significant changes in material provisions from prior periods and obtained a detailed understanding of these changes and assumptions applied.

Our audit procedures related to material provisions recognized included:

- Assessment of the recognition criteria for the liability;
- Evaluation of the methodology adopted by management for the measurement of the liability;
- Testing of the mathematical accuracy of the measurement calculation;
- Assessment of the discount rates applied in the measurement; and
- Assessment of the other key measurement assumptions and inputs.

We obtained legal letters on the main outstanding legal cases.

We reviewed minutes of the board meetings including sub committees.

We assessed the appropriateness of the presentation of the most significant contingent liabilities in the consolidated financial statements.

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### *Business combinations*

*Refer to Note 4 in the consolidated financial statements for the related disclosures*

The Group acquired control in Bergvik Skog Väst AB on May 31, 2019. The acquisition was accounted for as a business combination.

The purchase consideration included a cash part of EUR 500 million and a fair value of the previously

We obtained an understanding of management's process related to purchase accounting.

We assessed the appropriateness of the accounting treatment applied to the acquisition.

Our audit procedures over valuation of non-cash part of the purchase consideration included:

- Evaluation of the methodology adopted by



indirectly owned shares of Bergvik Skog Väst AB of EUR 1 106 million.

Most of the assets acquired were biological assets. The fair value of biological assets was estimated to be EUR 2 598 million. The acquisition resulted in recognition of goodwill of EUR 57 million.

The accounting for the business combination is reported as provisional in the consolidated financial statements.

Due to the level of judgment included in accounting for business combinations, and the valuation of the assets acquired and the non-cash purchase consideration, as well as the significance of the business combination to the Group's financial position this is considered to be a key audit matter.

management for the valuation;

- Testing the mathematical accuracy of the model used for the valuation;
- Assessment of the key valuation assumptions; and
- Validation of key inputs and data used in the valuation model.

We involved valuation specialists in the audit work over valuation of the non-cash purchase consideration.

Our audit procedures related to valuation of biological assets were in-line with the procedures mentioned under key audit matter "Valuation of biological assets".

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We have no key audit matters to report with respect to our audit of the parent company financial statements.

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There are no significant risks of material misstatement referred to in Article 10(2c) of Regulation (EU) No 537/2014 with respect to the consolidated financial statements or the parent company financial statements.

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### *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 a 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 to cease operations, or there is no realistic alternative but to do so.

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### *Auditor's Responsibilities for the Audit of the Financial Statements*

Our objectives are to obtain reasonable assurance about 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 with 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*

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### *Appointment*

We were first appointed as auditors by the annual general meeting on 28 March 2018.

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### *Other Information*

The Board of Directors and the Managing Director are responsible for the other information. The other information comprises the report of the Board of Directors.

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 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. 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, we conclude that there is a material misstatement of the report of the Board of Directors, we are required to report that fact. We have nothing to report in this regard.

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### *Other Statements*

We support the proposal that the financial statements are adopted. The proposal by the Board of Directors regarding the distribution of profits is in compliance with the Limited Liability Companies Act. We support that the Board of Directors and the Managing Director of the parent company should be discharged from liability for the financial period audited by us.

Helsinki 11 February 2020

**PricewaterhouseCoopers Oy**  
Authorised Public Accountants

Samuli Perälä  
Authorised Public Accountant (KHT)