

## **REMUNERATION STATEMENT 2014**

Information on the remuneration and other financial benefits of the Board of Directors as well as the total number of shares and stock options held by the President and CEO and the Management Team are published in the Annual Report and on the company's website.

The main criteria concerning the compensation system covering the President and CEO and other executives are decided upon by the Board of Directors and they are disclosed in the Annual Report and on the company's website.

### **Remuneration and other benefits of the Members of the Board**

Annual General Meeting will decide on the remuneration for the Board members. The Annual General Meeting held on 10 April 2013 decided that the annual fee to be paid for Chairman of the Board is EUR 48,000, for the Vice-Chairman of the Board EUR 36,000 and for the Board members EUR 24,000. Moreover, EUR 200 will be paid for each meeting for those who have been present. Eventual travel expenses are compensated according to the travel regulations of the company. In 2013, the fees paid to the Board members amounted to EUR 175,000.

The Board members have no other financial benefits. None of the Directors is part of the share-based compensation system.

### **Remuneration of the President and CEO and the members of the management team**

The Board of Directors decides on the President and CEO's salary and other benefits.

In 2013, the position of the President and CEO was held by Sami Mykkänen until 20 September 2013 and after that Fredrik Berghel.

The salary paid to Sami Mykkänen amounted to EUR 151,325 and the remuneration to EUR 19,073. In the respective chief executive's contract, the period of notice was six months and the retirement age in accordance with the Employees' Pensions Act. If the executive contract is terminated by the company, the CEO will be paid the salary during the period of notice.

Fredrik Berghel received no separate remuneration for the position of the President and CEO. Instead, he has been paid a consultancy fee of a total of EUR 71,630 in accordance with the consultancy agreement arrangement, which was approved in the Extraordinary General Meeting. The consultancy fee paid to him during the period in his position of President and CEO, i.e. from 20 September until 31 December 2013, amounted to EUR 27,363.

The Management Team's terms of employment and pay are approved by the Board of Directors, which is also deciding on the Group's performance bonus system. The remuneration of the Management Team members consists of base pay and benefits, short-term incentives, i.e. an annual bonus, and long-term incentives such as option programmes.

### Base pay and benefits

The Management Team is paid a fixed salary, which is determined in the management contracts. In 2013, salaries and other employee benefits paid to the President and CEO and Management Team members amounted to EUR 680,373. Of the salary and remuneration paid to the President and CEO and the Management team during the financial year 2013, 91% fell for the fixed salary.

### Short-term incentives

President and CEO and other Management Team members participate in annual bonus program. Bonus for the Management Team members is at the maximum 40% of the annual base salary. In 2013, the bonus paid for the President and CEO and the Management Team amounted to EUR 63,240.

### Long-term incentives

Sami Mykkänen, who acted as the President and CEO until 20 September 2013, and a part of the company's key personnel participated in the share-based option scheme, which was launched in 2009 and ended in January 2014. The management is granted options based on the realisation of the targets set by the Board of Directors. The Board of Directors has distributed to Sami Mykkänen 100,000 A-options and 100,000 B-options and to other Management Team members a total of 129,000 C-options. There are no restrictions set on the ownership or selling of the option rights or shares. No options were used to subscribe for shares.

At the end of the financial year 2013, the Board members and their interest parties, the President and CEO and the Management Team members owned a total of 29,494,858 shares. Members of the Board and Management Team had no options at the end of financial year 2013.