



Apetit Plc's Remuneration Statement 2019

This Remuneration Statement has been drawn up in accordance with the Finnish Corporate Governance Code 2020.

Remuneration of the members of the Supervisory Board

The Annual General meeting decides on the remuneration of the Supervisory Board.

The Annual General Meeting on 28 March 2019, decided to leave the remuneration of the Supervisory Board members unchanged. The remuneration paid to the members of the Supervisory Board are;

- the monthly remuneration paid to the Supervisory Board's chairman is EUR 1,000 (year 2018: 1,000)
- the monthly remuneration paid to the deputy chairman is EUR 665 (665)
- the meeting allowance paid to the chairman and the members of the Supervisory Board is EUR 300 (300)
 - o the meeting allowance is also paid to the chairman and deputy chairman of the Supervisory Board for their attendance at meetings of the company's Board of Directors.
 - o the meeting allowance is also paid to the members of the Supervisory Board's Nomination Committee.

In 2019 the Supervisory Board met four times. The average attendance rate of members was 76%. The members of the Supervisory Board were paid a total of EUR 48,180 in remuneration and allowances in 2019 and are as follows:

Members of the Supervisory Board 2018	Monthly Remuneration	Meeting allowances for Supervisory Board meetings	Meeting allowances for Board of Directors' meetings	Meeting allowances for Nomination Committee meetings	Remuneration total
Harri Eela, chairman	12,000	1,200	3,600	1,500	18,300
Marja-Liisa Mikola-Luoto, deputy chairman	7,980	1,200	3,900	1,500	14,580
Jaakko Halkilahti		900			900
Jussi Hantula		900			900
Juha Hämäläinen		1,200			1,200
Laura Hämäläinen		1 200			1 200
Aki Kaivola		1 200			1 200
Risto Korpela		1 200			1 200
Jonas Laxåback		300			300
Mika Leikkonen		300			300
Jari Nevavuori		900			900
Pekka Perälä		600			600
Markku Pärssinen		1 200			1 200
Petri Rakkolainen		1,200			1,200
Timo Ruippo		900			900
Veli-Pekka Suni		1,200			1,200



Johanna Takanen		0			0
Mauno Ylinen		1,200			1,200
<i>members appointed by the personnel:</i>					
Jari Heiskanen		600			600
Päivi Hakasuo		600			600
Marika Palmén		600			600
Miika Karilainen		600			600
Timo Hurme		300			300
<u>Varajäsenet:</u>					
Antti Paukkuri		0			0
Timo Hurme		0			0
Mari Saarinen		0			0
Kirsi Roos		300			300
Total, EUR	19,980	20,100	7,500	3,000	48,180

The figures concern the whole year 2019 unless other stated under the member.

On 18 April 2019 Apetit plc's Supervisory Board elected Harri Eela as Chairman of the Supervisory Board and Marja-Liisa Mikola-Luoto as Deputy Chairman.

Remuneration of the Supervisory Boards' Nomination Committee

The Annual General Meeting decides on the remuneration of the Nomination Committee.

The Annual General Meeting of Apetit plc on 28 March 2019 decided that the remuneration is as follows;

- meeting allowance EUR 300 (300).

In 2019 the Nomination Committee met five times. The average attendance rate of members was 88 %. The meeting allowances were as follows:

Supervisory Boards' Nomination Committee	Meeting allowances
Sauli Lähteenmäki	300
Jorma Takanen	300
Heikki Laurinen	900
Tero Maaranen	900
Total, EUR	1,200

The meeting allowances paid to the Chairman of the Board and to the Chairman and Deputy Chairman of the Supervisory Board for Nomination Committee meetings are shown under respective body.

Remuneration of the Board of Directors



Based on the proposals prepared by the Nomination Committee, the company's Supervisory Board elects the members of the Board of Directors, the chairman and the deputy chairman of the Board, and the remuneration payable to them.

As decided by the Supervisory Board on 8 April 2019;

- o the yearly remuneration paid to the chairman of the Board of Directors is EUR 39,060 (39,060)
- o the yearly remuneration paid to the deputy chairman EUR is 24,120 (24,120)
- o the yearly remuneration paid to the other Board members is EUR 19,560 (19,560)
- o a meeting allowance of EUR 510 (510) is also paid to the chairman, and EUR 300 (300) to the members.

In 2019 the Board of Directors met 13 times and the Audit Committee four times. The average attendance rate of members of the Boards of Directors was 95 % and members of the Audit Committee 100%. In 2019 the members of the Board of Directors received a total of EUR 149,490 in remuneration and allowances, and was as follows;

Members of the Board of Directors' in 2019	Monthly remuneration	Meeting allowances for Board of Directors' meetings	Meeting allowances for Supervisory Board meetings	Meeting allowances for Nomination Committee meetings	Meeting allowances for Audit Committee meetings	Remuneration total
Simo Palokangas Chairman from 4/2019	26,040	5,100	300	1,200		32,640
Esa Härmälä, Chairman until 4/2019	13,020	1,530	300		300	15,150
Lasse Aho Deputy Chairman from 11/2018, member from 2015	24,120	3,600	0		1 200	28,920
Annikka Hurme, member since 2017	19,560	3,300	300			23,160
Seppo Laine, member since 2016	19,560	3,900	0		1,200	24,660
Niko Simula, member since 2015	19,560	3,900	900		600	24,960
Total, EUR	121,860	21,330	1,800	1,200	3,300	149,490

The figures concern the whole year 2019 unless other stated under the member.

Principles of remuneration of the CEO and Corporate Management

Principles of remuneration and decision-making process

The remuneration and incentive plans for management are made up of monetary remuneration, fringe and pension benefits, and performance-related compensation, by which the degree of success for the year is measured. The level of these plans as a whole is compared annually with the general market level.

The Board of Directors of Apetit plc decides on the principles for the remuneration and incentive plans for the CEO and other members of the management.

The remuneration and incentive plans for management are made up of monetary remuneration, fringe and pension benefits, and performance-related compensation, by which the degree of success for the



year is measured. The level of these plans as a whole is compared annually with the general market level. The Board of Directors of Apetit plc decides on the principles for the remuneration and incentive plans for the CEO and other members of the management. The Board also confirms annually the indicators to be used for the plans and their level in relation to the targets set. The indicators also include key figures connected with annual budgets as well as development targets selected on a function-specific basis. In 2019, indicators for the CEO and management were among others the Group's and applicable business unit's operational EBIT. The maximum amount of performance-related compensation corresponds to 60 per cent of annual salary in the case of the CEO, and 50 per cent of annual salary for other management.

CEO

The Board of Directors appoints and releases from duties the CEO and deputy CEO, determines their duties and decides on their terms of service and their incentive schemes.

The key conditions of the CEO's terms of service are defined in his contract. The agreed period of notice is six months. Should the CEO be given notice by the company, he will be entitled to a severance package equivalent to 12 months' pay.

Juha Vanhainen, MSc (Tech.), has served as the CEO until 31 August 2019. Esa Mäki, MSc. (Agriculture and Forestry) started as the CEO on 1 September 2019. Key terms of service of the CEOs are defined in CEO contracts. Juha Vanhainen had a supplementary defined contribution pension agreement and payments made to the plan amounted to EUR 111,086 in 2019. Also Esa Mäki has a supplementary defined contribution pension agreement. No payments have been made in 2019. The salary and benefits paid to the CEO Juha Vanhainen in 2019 amounted to EUR 827,968.45. The salary and benefits paid to the CEO Esa Mäki in 2019 amounted to EUR 100,010.00.

The CEO has no deputy CEO.

CEO	Non-variable salary	Fringe benefits	Bonus for 2018	Severance package	Total, euros
Juha Vanhainen	398,603.89	20,729.82	28,234.74	380,400.00	827,968.45
Esa Mäki	95,490.00	4,520.00	-	-	100,010.00