



## Apetit Plc's Remuneration Statement 2017

This Remuneration Statement has been drawn up in accordance with the Finnish Corporate Governance Code 2016.

### 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 24 March 2017, 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 2016: 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 2017 the Supervisory Board met four times. The average attendance rate of members was 83.5%. The members of the Supervisory Board were paid a total of EUR 47,580 in remuneration and allowances in 2017 and are as follows:

Members of the Supervisory Board 2017	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	2,100	300	15,600
Marja-Liisa Mikola-Luoto, deputy chairman	7,980	1,200	2,100	300	11,580
Jaakko Halkilahti		1,200			1,200
Jussi Hantula		900			900
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
Ilkka Markkula		1,200			1,200
Jari Nevavuori		900			900
Pekka Perälä		1,200			1,200
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		300			300



Mauno Ylinen		1,200			1,200
<i>members appointed by the personnel:</i>					
Jari Heiskanen		1,200			1,200
Timo Hurme		1,200			1,200
Mari Saarinen		300			300
Heikki Vesanto		1,200			1,200
Marika Palmén, debut member		900			900
<b>Total, EUR</b>	19,980	22,800	4,200	600	47,580

The figures concern the whole year 2017 unless other stated under the member.

On 12 April 2017 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 24 March 2017 decided that the remuneration is as follows;

- meeting allowance EUR 300 (300).

In 2017 the Nomination Committee met once. The average attendance rate of members was 100.0%. The meeting allowances were as follows:

<b>Supervisory Boards' Nomination Committee</b>	Meeting allowances
Sauli Lähteenmäki	300
Jorma Takanen	300
<b>Total, EUR</b>	600

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 12 April 2017;

- the yearly remuneration paid to the chairman of the Board of Directors is EUR 39,060 (39,060)
- the yearly remuneration paid to the deputy chairman EUR is 24,120 (24,120)
- 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 2017 the Board of Directors met eight times and the Audit Committee four times. The average attendance rate of members of the Boards of Directors was 95.8% and members of the Audit Committee 90,9%. In 2017 the members of the Board of Directors received a total of EUR 162,000 in remuneration and allowances, and was as follows;

Members of the Board of Directors' in 2017	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
Veijo Meriläinen, chairman	39,060	4,080	1,200	300		44,640
Esa Härmälä, deputy chairman	22,600	2,400	300		600	25,900
Lasse Aho	19,560	2,400			600	22,560
Annikka Hurme, from 4/2017	13,040	1,500				14,540
Aappo kontu, until 4/2017	8,040	300				8,340
Seppo Laine	19,560	2,400			1,200	23,160
Niko Simula	19,560	2,400	900			22,860
<b>Total, EUR</b>	<b>141,420</b>	<b>15,480</b>	<b>2,400</b>	<b>300</b>	<b>2,400</b>	<b>162,000</b>

The figures concern the whole year 2017 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 2017, 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. The CEO and two member of the corporate management has separate operational EBIT based compensation scheme for periods 2015-2017, 2016-2018 and 2017-2019, where the maximum compensation corresponds to yearly salary in the case of CEO and 8 months' salary in the case of other members. Payment will take place at the end of the scheme in shares (50%)



and in cash (50%). In addition, the CEO has acquired 10 000 Apetit Oyj shares, and in return Apetit will compensate equivalent amount in shares (50%) and in cash (50%) after three years of employment.

## 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.

The retirement age for the parent company's CEO has been set at 62 years. In 2017, contribution on cash bases to Juha Vanhainen's supplementary pension benefits was EUR 112,042.

The salary with fringe benefits and bonuses paid to the CEOs in 2017 amounted EUR 450,894.

CEO	Non-variable salary	Fringe benefits	Bonus for 2016	Total, EUR
Juha Vanhainen	372,267	22,587	56,040	450,894

## Share-based incentive scheme

There are no share-based incentive schemes in the Group.