

APETIT PLC'S REMUNERATION REPORT 2020

The remuneration of Apetit Plc's governing bodies is subject to the company's Remuneration Policy. The decision-making and governance related to the Remuneration Policy adhere to the Finnish Limited Liability Companies Act, other regulations applicable to publicly listed companies, the company's Articles of Association and the rules of procedure of the Supervisory Board, the Board of Directors and its Committees. In addition, the company complies with Nasdaq Helsinki Ltd's rules and guidelines and the Finnish Corporate Governance Code approved by the Securities Market Association, which entered into force on 1 January 2020.

This Remuneration Report is prepared according to the Finnish Corporate Governance Code 2020 and contains information about the remuneration of the company's Supervisory Board, Board of Directors and CEO and the key terms of the CEO's service contract as well as other remuneration reporting information, as defined by the Finnish Corporate Governance Code, for the financial year 2020. The Remuneration Report will be available on Apetit's website for a minimum of ten years.

1. Introduction

Remuneration in the company is based on the Remuneration Policy that was handled by the Annual General Meeting of 2020. The Company observes the following principles in its remuneration: competitiveness, fairness and equality in terms of the level and demands of tasks, and incentivisation, with the aim of guiding the Company's governing bodies towards the achievement of the strategic objectives of the business. With

these principles, Apetit aims to support the alignment of the interests of shareholders, the Company and its personnel, and remuneration is aimed at supporting the Company's long-term financial success.

The remuneration of an external Board member is arranged separately from the remuneration schemes applicable to the Company's CEO or personnel. The remuneration of the CEO mainly follows the principles applied in the remuneration of other employees, but the demands and responsibility associated with the CEO's duties, which affect the fixed and variable remuneration as well as fringe benefits and pension benefits, are taken into consideration.

2. Description of the remuneration of the Supervisory Board

The meeting allowance for the chairpersons and members of the Supervisory Board is EUR 300. A monthly fee of EUR 1,000 is paid to the Chair of the Supervisory Board and EUR 665 to the Deputy Chair. A meeting allowance is also paid to the members of the Nomination Committee for attending the meetings of the Nomination Committee and to the Chair and Deputy Chair of the Supervisory Board when they attend a Board meeting. Per diem and travel allowances for attending a meeting are paid to the members of the Supervisory Board in accordance with the company's travel policy.

3. Description of the remuneration of the Board of Directors

In accordance with the decision of the Supervisory Board, the Board members will be paid an annual remuneration of EUR 19,560 and the Chair and Deputy Chair will receive an annual remuneration of EUR 39,060 and EUR 24,120, respectively. A total of 60 per cent of the annual remuneration will be paid in cash and 40 per cent in the form of Apetit Plc shares held by the company at the current value of the shares at the time of transfer. The remuneration will be paid once a year in December. In addition, the Chair and members of the Board of Directors are paid a meeting allowance of EUR 510 and EUR 300, respectively. Changes in the number of Board members influence the development of the total remuneration amount of the Board of Directors.

4. Description of the remuneration of the CEO

The remuneration of the CEO consists of a combination of fixed remuneration components (monetary salary, fringe benefits and supplementary defined contribution pension benefit) and variable remuneration components (performance-related compensation). The performance indicator for the annual performance-related compensation has been the Group's profitability. The maximum amount of the performance-related compensation was 50 per cent of the annual salary and it will be paid in cash. The key terms applicable to the CEO's service are defined in the CEO's service contract. The CEO's retirement age is 63 years and the period of notice is 12 months. The CEO has no defined benefit pension.

5. Development of remuneration and the company's profitability

The following table shows the development of the remuneration of the Supervisory Board, the Board of Directors and the CEO compared to the development of the average remuneration of all Group employees and the Group's financial performance during the last five financial years.

Remuneration development, EUR 1,000	2020	2019	2018	2017	2016
Supervisory Board's annual, meeting and Committee remuneration	51	48	47	48	49
Board of Directors' annual, meeting and Committee remuneration	170	150	163	163	166
CEO's annual remuneration	395	1,039	757	563	551
Average annual salary per person	49	45	42	41	42
Group's operating profit (EUR million)	4.1	-3.4	-6.9	-2.5	0.6

6. Remuneration paid to the members of the Supervisory Board and the Board of Directors in the financial year 2020

In the financial year 2020, the members of the Supervisory Board and the Board of Directors were paid remuneration for their services as follows:

EUR 1,000	1-12/2020
Supervisory Board	
Harri Eela, Chair of the Supervisory Board	20
Marja-Liisa Mikola-Luoto, Deputy Chair of the Supervisory Board	16
Other members of the Supervisory Board, total	16
Board of Directors	
Simo Palokangas, Chair of the Board of Directors	50
Lasse Aho, member of the Board of Directors	30
Annikka Hurme, member of the Board of Directors	23
Kati Rajala, member of the Board of Directors as of 12 August 2020	15
Seppo Laine, member of the Board of Directors until 12 August 2020	10
Antti Korpiniemi, member of the Board of Directors as of 12 August 2020	15
Niko Simula, member of the Board of Directors	26

7. Remuneration paid to the CEOs in the financial year 2020

In the financial year 2020, the CEOs were paid remuneration for their services as follows:

Remuneration paid to the CEOs, EUR 1,000	Fixed salary	Other items	Pension benefit amount recognised as expense	Short-term performance-related compensation	Total	Share of variable remuneration
Juha Vanhainen, CEO until 31 August 2019		48			48	0%
Esa Mäki, CEO as of 1 September 2019	307		41	79	426	18%
Total	307	48	41	79	474	17%

This Remuneration Report has been handled by Apetit Plc's Board of Directors on 18 February 2021.