



Apetit Plc's Remuneration Statement 2018

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 27 March 2018, 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 2017: 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 2018 the Supervisory Board met four times. The average attendance rate of members was 84 %. The members of the Supervisory Board were paid a total of EUR 48,780 in remuneration and allowances in 2018 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	2,700	600	16,500
Marja-Liisa Mikola-Luoto, deputy chairman	7,980	1,200	2,700	600	12,480
Jaakko Halkilahti		1 200			1 200
Jussi Hantula		600			600
Juha Hämäläinen		900			900
Laura Hämäläinen		1 200			1 200
Aki Kaivola		1 200			1 200
Risto Korpela		1 200			1 200
Jonas Laxåback		1 200			1 200
Mika Leikkonen		900			900
Ilkka Markkula		300			300
Jari Nevavuori		1 200			1 200
Pekka Perälä		1 200			1 200
Markku Pärssinen		1 200			1 200
Petri Rakkolainen		900			900
Timo Ruippo		900			900



Veli-Pekka Suni		900			900
Johanna Takanen		300			300
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
Mari Saarinen		300			300
Heikki Vesanto		300			300
Total, EUR	19 980	22 200	5 400	1 200	48 780

The figures concern the whole year 2018 unless other stated under the member.

On 16 April 2018 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 27 March 2018 decided that the remuneration is as follows;

- meeting allowance EUR 300 (300).

In 2018 the Nomination Committee met twice. The average attendance rate of members was 90 %. The meeting allowances were as follows:

Supervisory Boards' Nomination Committee	Meeting allowances
Sauli Lähteenmäki	600
Jorma Takanen	600
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 16 April 2018;



- 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 2018 the Board of Directors met nine times and the Audit Committee four times. The average attendance rate of members of the Boards of Directors was 96 % and members of the Audit Committee 100%. In 2018 the members of the Board of Directors received a total of EUR 162,850 in remuneration and allowances, and was as follows;

Members of the Board of Directors' in 2018	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
Esa Härmälä, Chairman from 11/2018 Deputy Chairman from 2017, Member from 2014	26 610	2 910	900		1 200	31 620
Lasse Aho Debuty Chairman from 11/2018, member from 2015	20 320	2 700	600		1 200	24 820
Annikka Hurme	19 560	2 400	300			22 260
Seppo Laine	19 560	2 400			1 200	23 160
Niko Simula	19 560	2 700	600			22 860
Veijo Meriläinen, Chairman and member until 11/2018	32 550	4 080	1 200	300		38 130
Total, EUR	138 160	17 190	3 600	300	3 600	162 850

The figures concern the whole year 2018 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 2018, 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 2016-2018, 2017-2019 and 2018-2020, 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 in 2015, and in return Apetit compensated equivalent amount in shares (50%) and in cash (50%) after three years of employment in Spring 2018.

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 2018, contribution on cash bases to Juha Vanhainen's supplementary pension benefits was EUR 121,559.

The salary with fringe benefits and bonuses paid to the CEOs in 2018 amounted EUR 634,782.

CEO	Non-variable salary	Fringe benefits	Bonus for 2017	Signing bonus 2015-2018	Total, EUR
Juha Vanhainen	372,562	22,530	94,110	145,580	634,782