



Apetit Plc's Remuneration Statement 2013

This Remuneration Statement has been drawn up in accordance with recommendation 47 of the Finnish Corporate Governance Code 2010.

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 26 March 2013, decided to leave the remuneration of the Supervisory Board members unchanged. The remuneration paid to the members of the Supervisory Board are;

- the yearly remuneration paid to the Supervisory Board's chairman is EUR 7,685 (until 26 March 2013 7,685)
- the yearly remuneration paid to the deputy chairman is EUR 5,125 (5,125)
- the meeting allowance paid to the chairman and the members of the Supervisory Board is EUR 255 (255)
 - 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 2013 the Supervisory Board met four times. The average attendance rate of members was 84.1%. The members of the Supervisory Board were paid a total of EUR 37,035 in remuneration and allowances in 2013 and are as follows:

Members of the Supervisory Board 2013	Monthly Remuneration	Meeting allowances for Supervisory Board meetings	Meeting allowances for Board of Directors' meetings	Meeting allowances for Nomination Committee meetings	Remuneration total
Heikki Aaltonen		1,020			1,020
Harri Eela		765			765
Matti Eskola		510			510
Jaakko Halkilahti		1,020			1,020
Jussi Hantula		1,020			1,020
Börje Helenelund, 1.1.-26.3.2013		255			255
Laura Hämäläinen		1,020			1,020
Risto Korpela		510			510
Mikko Kurittu, 1.1.-26.3.2013		510			510
Jonas Laxabacka, 26.3.-31.12.2013		255			255
Mika Leikkonen		1,020			1,020
Markku Länninki		765			765
Ilkka Markkula		1,020			1 020



Timo Miettinen	7,685	1,020	1,020	1,020	10,745
Marja-Liisa Mikola-Luoto	5,125	1,020	2,295	1,020	9,460
Jari Nevavuori		765			765
Markku Pärssinen		765			765
Tuomo Raininko		1,020			1,020
Timo Ruippo, 26.3.-31.12.2013		255			255
Esa Ruohola		765			765
Mauno Ylinen		1 020			1,020
Mari Hakanperä		510			510
Timo Kaila		765			765
Kirsi Roos		510			510
Heikki Vesanto		765			765
Total, EUR	12,810	18,870	3,315	2,040	37,035

The figures concern the whole year 2013 unless other stated under the member.

On 16 April 2013 Apetit plc's Supervisory Board elected Timo Miettinen 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 26 March 2013 decided that the remuneration is as follows;

- meeting allowance EUR 255 (until 26 March 2013 255).

In 2013 the Nomination Committee met four times. The average attendance rate of members was 90.0%. The meeting allowances were as follows:

Supervisory Boards' Nomination Committee	Meeting allowances
Heikki Laurinen	765
Tauno Uitto	255
Total, EUR	1,020

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 2013;

- the monthly remuneration paid to the chairman of the Board of Directors is EUR 3,100 (until 16 April 2013 3,100)
- the monthly remuneration paid to the deputy chairman EUR is 1,915 (1,915)
- the monthly remuneration paid to the other Board members is EUR 1,550 (1,550)
- a meeting allowance of EUR 510 (510) is also paid to the chairman, and EUR 255 (255) to the members.

In 2013 the Board of Directors met 9 times. One of the meetings were telephone conferences. The average attendance rate of members was 97.9%. In 2013 the members of the Board of Directors received a total of EUR 141,050 in remuneration and allowances, and was as follows;

Members of the Board of Directors' in 2013	Monthly remuneration	Meeting allowances for Board of Directors' meetings	Meeting allowances for Supervisory Board meetings	Meeting allowances for Nomination Committee meetings	Remuneration total
Aappo Kontu	32,460	3,825	765	510	37,560
Matti Lappalainen 1.1.-16.4.	12,400	1,530	1,020	510	15,460
Tuomo Lähdesmäki 16.4.-31.12	12,400	1,275			6,965
Veijo Meriläinen	21,520	2,295	510		24,325
Samu Pere	18,600	2,295	765		21,660
Jorma J Takanen, 1.1.-16.4.	6,200	765			6,905
Helena Walldén	18,600	2,295	510		21,405
Total, EUR	122,180	14,280	3,570	1,020	141,050

The figures concern the whole year 2013 unless other stated under the member.

Matti Lappalainen was the Chairman of the Board until 16 April 2013 and Aappo Kontu since 16 April 2013. Aappo Kontu was the Deputy Chairman of the Board until 16 April 2013 and Veijo Meriläinen since 16 April 2013.

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 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 2013, indicators for the CEO and management were among others the Group's net sales growth, earnings per share, the Group's ROCE-% and the business unit's operating profit before non-recurring items. 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 one member of the management have defined benefit pension plan, pension of other members of management are determined based on the Employees' Pensions Act (TyEL).

Remuneration of the 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 and the retirement pension is 62% of his pensionable salary in accordance with 2004 legislation. In 2013, contribution to the CEO's supplementary pension benefits was EUR 118 thousands.

The salary with fringe benefits and bonuses paid to the CEO in 2013 amounted EUR 366,602 and were as follows;

CEO	Non-variable salary	Fringe benefits	Bonus for 2012	Total, EUR
Matti Karppinen	298,956	17,700	49 946	366,602

Share-based incentive scheme

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