



REMUNERATION STATEMENT 2019

FEES AND OTHER FINANCIAL BENEFITS FOR THE MEMBERS OF THE BOARD OF DIRECTORS, AUDIT COMMITTEE AND REMUNERATION COMMITTEE

Principles and decision-making sequence

Aspo Plc's Annual Shareholders' Meeting decides on the fees and other financial benefits of the members of the Board of Directors, the Audit and Remuneration Committee annually. The fees of the members of the Board of Directors are paid as monetary remuneration. The members of the Board of Directors do not have any share-based incentive plans. The shareholders' Nomination Board of Aspo Plc, appointed by Aspo Plc's Annual Shareholders' Meeting, prepares proposals for the Annual Shareholders' Meeting regarding remuneration and other financial benefits provided for members of Aspo Plc's Board of Directors and its committees.

The remuneration for the Board of Directors, the Audit and the Remuneration Committee, decided by the Annual Shareholders' Meeting 2019

Chairman of the Board of Directors	EUR 5,400 / month
Vice Chairman of the Board of Directors	EUR 4,050 / month
Members of the Board of Directors	EUR 2,700 / month
Chairman of the Committee	EUR 1,050 / meeting
Members of the Committee	EUR 700 / meeting

If the Chairman of the Audit or the Remuneration Committee is also the Chairman or the Vice Chairman of the Board of Directors, the fee paid to the Chairman of the Committee is the same as that paid to members of the Committee. Board or Committee members employed by or in a service relationship with an Aspo Group company are not paid a fee.

REMUNERATION PAID TO THE MEMBERS OF THE BOARD OF DIRECTORS

Gustav Nyberg, Chairman of the Board

Gustav Nyberg was elected as the Chairman of Aspo Plc's Board of Directors as of January 1, 2009. Until the Annual Shareholders' Meeting on April 5, 2017 Gustav Nyberg acted as the full-time Chairman of the Board of Directors. After the Annual Shareholders' Meeting on April 5, 2017 he has acted as the Chairman of the Board of Directors. He has been member of the Board of Directors since 2008.

REMUNERATION PAID TO THE BOARD MEMBERS 2019, EUR

Nyberg Gustav, Chairman of the Board	66 900
Kaario Mammu, Vice Chairman of the Board	53 500
Laine Mikael	37 300
Pöyry Salla	37 300
Salo Risto	34 500
Vehmas Tatu	35 200
Total	264 700

REWARDING OF THE CEO AND OTHER MANAGEMENT

Principles and decision-making sequence

The Aspo Plc's management remuneration consists of the person's fixed monthly salary including fringe benefits, a short-term bonus depending on the profit impact of the respective position, and long-term management pension benefits and a share-based incentive plan.

Aspo Plc's Board of Directors makes decisions on the salaries, other financial benefits, and the basis of the bonus plan and share-based incentive plans for the Group's CEO and the Group Executive Committee members. Aspo Plc's Remuneration Committee has the objective of preparing matters related to the remuneration of the CEO and other members of the company's management

Chief Executive Officer

The terms of the CEO's employment relationship have been agreed in writing in the CEO agreement. Since January 1, 2009, the CEO of Aspo has been Aki Ojanen, eMBA.

The period of notice applied to the CEO is six months. If notice is given by the company, severance pay corresponding to 18 months' salary will be paid in addition to the salary for the notice period.

The retirement age of the CEO is the lowest possible retirement age less three years. The CEO has a defined contribution pension insurance plan in which the pension is determined in accordance with the accumulated insurance savings at the time of retirement.

MANAGEMENT SALARIES AND BENEFITS 2019, EUR

		Maximum
Chief Executive Officer		
Salary	387 367	
Result-based bonus 2018	111 486	241 642
Share-based payment 2018	33 480	343 552
Supplementary pension insurance	102 835	
Total	635 168	
Chief Executive Committee (excl. CEO)		
Salaries	1 184 133	
Result-based bonuses 2018	184 224	530 245
Share-based payments 2018	73 237	751 520
Supplementary pension insurances	90 533	
Total	1 532 127	

In addition, the Executive Board member was paid a severance pay of EUR 137,558.

REMUNERATION AND INCENTIVE PROGRAMS**Bonus plan based on the company's result (short-term incentive plan)**

Aspo has a result-based incentive plan for the management. The maximum bonus may differ up to a sum equivalent to three to eight months of the employee's salary. The maximum bonus of the CEO is a sum equivalent to eight months' salary. The criteria used in the bonus plan include annual requirements and the development preconditions of the area for which the person has responsibility. The fulfilling of the bonus plan criteria is monitored annually. The criteria and payments paid according to the criteria are approved by Aspo Plc's Board of Directors. Bonuses recognized annually are paid after the completion of the annual financial statements.

Share-based incentive plans 2018–2020

The Board of Directors of Aspo Plc has approved three new share-based incentive plans for the Group key employees in April 2018. The aim of the new plans is to combine the objectives of the shareholders and the key employees in order to increase the value of the company in the long-term, to retain the key employees at the company, and to offer them competitive reward plans based on earning and accumulating the company's shares.

Share-based incentive plan 2018–2020

The share-based incentive plan 2018–2020 includes three earnings periods, calendar years 2018, 2019 and 2020. The Board of Directors of the company will resolve on the plan's performance criteria and required performance levels for each criterion at the beginning of each earnings period. The potential reward of the plan from the earnings period 2019 will be based on the Group's earnings per share (EPS).

The share-based incentive plan is directed to approximately 15 people, including the members of the Group Executive Committee, during the earnings period 2019. The rewards to be paid on the basis of the share-based incentive plan 2018–2020 correspond to the value of a maximum total of 500,000 Aspo Plc shares including also the proportion to be paid in cash.

Executive Committee share-based incentive plan 2018–2020

The Executive Committee share-based incentive plan 2018–2020 includes one earnings period, calendar years 2018–2020. The potential reward of the plan from the earnings period 2018–2020 will be based on the Group's operating profit (EBIT), and the reward payment requires exceptional performance.

The potential reward from the earnings period 2018–2020 will be paid partly in the company's shares and partly in cash in 2021. The rewards to be paid on the basis of the earnings period 2018–2020 correspond to the value of a maximum total of 200,000 Aspo Plc shares including also the proportion to be paid in cash.

Restricted share-based incentive plan 2018

The reward from the restricted share-based incentive plan 2018 will be based on the participant's valid employment or service and the continuation of employment during the vesting period. The reward will be paid partly in the company's shares and partly in cash after the end of a 12–36 month vesting period. The restricted share-based incentive plan is intended solely for individual key employees by a special resolution of the Board of Directors. The rewards to be paid on the basis of restricted share-based incentive plan 2018 correspond to the value of a maximum total of 100,000 Aspo Plc shares including also the proportion to be paid in cash. No participants were within the scope of the plan in 2018-2019.

Aspo does not have a separate stock option plan.

Supplementary pensions

The CEO and two members of the Group Executive Committee are eligible for a defined contribution pension insurance plan. The retirement age is the lowest possible retirement age less three years whereupon the payment of contribution ends. The receiving of a pension ends at the age of 75. The pension is determined in accordance with the accrued insurance savings at the time of retirement. The start of receiving the pension can be postponed, at most, until the age of 70. In that case, the pension is determined on the basis of insurance savings adjusted in accordance with the value development of related investment objects.

If the person's employment to the company ends before the contractual retirement age, the person is entitled to a paid-up policy – a paid-up insurance that corresponds to insurance savings accumulated by the end of the person's employment. The person is always entitled to a paid-up policy that corresponds to his or her own share of contribution.

March 9, 2020

Aspo Plc