

## **REPORT OF THE SHAREHOLDERS' NOMINATION BOARD 2020**

### **SHAREHOLDERS' NOMINATION BOARD**

Aspo Annual Shareholder' Meeting 2016 decided to establish a permanent Shareholders' Nomination Board to prepare proposals to the Annual Shareholders' Meeting for the election and remuneration of the members of the Board of Directors and the remuneration of the Board committees. In addition, the Meeting adopted the Charter of the Shareholders' Nomination Board.

The Nomination Board comprises representatives of the four largest shareholders of the company and, in addition, the Chairman of the company's Board as an expert member. The right to nominate the shareholder representatives lies with those four shareholders whose share of all the voting rights in the company is the largest on August 31 of the calendar year preceding the Annual Shareholders' Meeting.

### **MEMBERS OF THE NOMINATION BOARD**

The Shareholders' Nomination Board consists of the representatives of the four largest shareholders. According to the list of shareholders as of August 31, 2019, the following representatives of the largest shareholders were members of the Nomination Board which prepared proposals for the Annual Shareholders' Meeting 2020: Roberto Lencioni (Vehmas family); Veronica Timgren (Nyberg family, including Oy Havsudden Ab); Reima Rytsölä, (Varma Mutual Pension Insurance Company); and Annika Ekman (Ilmarinen Mutual Pension Insurance Company). In addition, Gustav Nyberg, Chairman of Aspo Board of Directors, has acted as an expert member of the Nomination Board.

In 2019, Roberto Lencioni was elected as Chairman of the Nomination Board.

### **NOMINATION BOARD ACTIONS**

The Nomination Board held three meetings in 2019. The meeting participation rate was 100%.

The Nomination Board held discussions on the members of the Board of Directors, remuneration, and the factors relating to their assessment, in accordance with Aspo Plc's governing principles.

### **ASPO NOMINATION BOARD PROPOSAL REGARDING THE MEMBERS OF THE BOARD OF DIRECTORS AND THEIR REMUNERATION**

Aspo Oyj's Shareholders' Nomination Board has delivered its proposal to the Aspo Plc Board of Directors on January 16, 2020 for the Annual Shareholders' Meeting.

#### **Members of the Board**

The Nomination Board proposes that Mammu Kaario, Mikael Laine, Gustav Nyberg, Salla Pöyry and Tatu Vehmas, current members of the company's Board of Directors, be re-elected as members of the Board of Directors and Heikki Westerlund be elected as the new member of the Board for the term closing at the end of the Annual Shareholders' Meeting 2020.

#### **Remuneration paid to the members of the Board**

The Shareholders' Nomination Board proposes that the compensations of the Board members remain unchanged and Board members receive the following monthly remuneration:

- EUR 2,700 per month for members of the Board of Directors
- EUR 4,050 per month, for the Vice Chairman
- EUR 5,400 per month, for the Chairman

The Nomination Board proposes that the meeting fees paid to members and chairs of the Audit Committee and Remuneration Committee remain unchanged. The Nomination Board proposes that a meeting fee of EUR 700 per meeting be paid to members of the committees and a meeting fee of EUR 1,050 per meeting be paid to chairman of the committee. If the chairman of a committee is also the chairman or the vice chairman of the Board of Directors, the Nomination Board proposes that the fee paid to the chair of the committee be the same as that paid to members of the committee. Board members having a full-time position in an Aspo Group company are not paid a fee.

#### **RESOLUTION ON THE CHARTER OF THE SHAREHOLDERS' NOMINATION BOARD**

The Nomination Board proposes that section 4 of the Charter of the Shareholders' Nomination Board be amended as follows. Item "to prepare to the Annual Shareholders' Meeting a proposal on the remuneration of the members of the Board of Directors" is proposed to be amended as follows: "to prepare to the Annual Shareholders' Meeting the proposals on the Remuneration Policy regarding the Board of Directors and other remuneration of the members of the Board of Directors".