REMUNERATION REPORT 2018

panies (2015).

create shareholder value.

Remuneration of the Board of Directors

Kamux Corporation's Annual General Meeting annually decides on remuneration paid to the Board of Directors and the major shareholders.

Kamux's Board of Directors and its scheme regularly. committees is monetary. Board members are not compensated separately for Board or committee meetings. the company's Board members does benefit. not include pension payments.

are not included in Kamux's short- or of service long-term incentive programs.

Remuneration of the CEO and **Management Team**

The company's Board of Directors de- years under the applicable legislation. nel for 2018. The earnings period for

Kamux Corporation's ("The Compa- and members of the Management by the CEO contract is six months, with Kamux is to promote the company's tive scheme. The terms of the bonus 12 months' full salary. competitiveness and long-term suc- are decided by the company's Board cess. The objective of remuneration of Directors each year. The objective of ment Team members is three months programs is to encourage key employ- the bonus- and share-based incentive excluding one member of the Manageees and the entire personnel to com- scheme is to support the realization of ment Team whose notice period is six mit to sustained work towards reaching the company's short- and long-term months. The members of the Managetheir personal and shared goals and to objectives and to ensure that management is committed to the company.

> Management Team are based on perment Team is determined by the statsonal targets and certain profitability utory pension system and is 63 years targets set for the financial year. The under the applicable legislation. share of the result-based remuneration can be up to 40 percent of the fixed Share-based incentive programs

Members of the Board of Directors **CEO's and Management Team's terms**

ny" or "Kamux") Remuneration Report Team and the terms of the remuner- a right to receive salary during the no-2018 complies with the Finnish Corpo- ation. The remuneration of Kamux's tice period. If the company terminates rate Governance Code for Listed Com- CEO and members of the Manage- the contract of employment, the CEO ment Team consists of an annual sal- is, under certain conditions, entitled to The objective of remuneration at ary, a bonus and a share-based incenal a severance payment corresponding to

> The notice period of other Management Team are entitled to salary during their notice period. The retirement The bonuses of Kamux's CEO and age of the members of the Manage-

the principles for the compensation of salary for the CEO and other Manage- On April 27, 2017, Kamux's Board of Diexpenses based on a proposal made by ment Team members for 2018. The rectors decided to establish a share-Board of Directors monitors the re- based incentive program for Kamux's Remuneration for members of alization of the targets of the bonus key personnel. The objective of the share-based incentive program is to The CEO and other members of align the targets of shareholders and the Management Team are entitled to key personnel in order to increase the a mobile phone benefit, Other mem- long-term value of Kamux as well as Travel expenses resulting from Board bers than the CEO are entitled to a car to strengthen the commitment of key meetings will be compensated against benefit. One of the Management Team personnel to Kamux and offer them a reasonable invoices. Remuneration for members has an internet connection competitive incentive program based on earning and accruing of shares in the company.

As part of a share-based incentive program, on December 13, 2017, the Kamux's CEO Juha Kalliokoski is enti- Board of Directors of Kamux Corporatled to a statutory pension. The CEO's tion approved the detailed terms and retirement age is determined by the conditions of the share-based incenstatutory pension system and is 63 tive plan for the Group's key personcides on the remuneration of the CEO The CEO's period of notice determined the share-based incentive plan is the

2018 share-based remuneration plan agement Team. would be up to approximately EUR Kamux share in November 2017.

by the end of May 2019. If a key per- based incentive program. son's employment or service relationship ends before the payment of the reward, no reward will normally be paid.

The Board of Directors selected approximately 20 key employees as eligible to participate in the incentive plan. According to the terms and conditions of the share-based incentive program, the Board of Directors may decide to accept new participants in the scheme during the earnings period. During 2018, two new employees were accepted into the share-based incentive program.

The net shares paid as a reward will

2018 calendar year. The amount of any be subject to a transfer restriction dur-sharebased incentive program with gross reward paid pursuant to the plan ing the commitment period. The com- corresponding new earnings periods for the earnings period will be deter- mitment period begins when the re- beginning annually at the discretion of mined by the achievement of goals set ward is paid and ends on December 31, as the earnings criteria. According to 2020. A member of the Group's Manthe decision by the Board of Directors, agement Team shall own at least half the earnings criterion applicable for the of the net shares received as a reward for 2019. The terms of the program cor-2018 earnings period is achieving the based on the plan until their sharehold-EBIT target for 2018 set by the Board ing in the company corresponds to the value of their annual salary (ownership **Remuneration Report 2018** If the maximum target level set for obligation). The ownership obligation the earnings criterion is achieved, the remains valid as long as the person retotal amount of rewards paid under the mains a member of the Group's Man-

1.0 million (gross), which is estimated with the terms and conditions of the to correspond to up to approximate- share-based incentive program is based ly 150,000 Kamux shares, calculated on the authorization given to the Board on the basis of the average price of the of Directors of Kamux on April 12, 2017 by the shareholders of the company by The reward is paid partly in cash, a unanimous decision. The Board of Diand partly in shares. The cash part is in- rectors of Kamux is authorized to decide travel policy. tended for covering the taxes resulting on issuing up to 300,000 new and/or from the reward. Rewards will be paid existing shares to reward Kamux's key ed on December 31, 2018, the members after the end of the earnings period, personnel in accordance with the share- of the Board of Directors were paid the

The intention is to extend the

the Board of Directors. In January 2019. Kamux announced the detailed terms of the share-based incentive program respond to those of the 2018 program.

Remuneration of the **Board of Directors in 2018**

By unanimous decision made by the shareholders on April 26, 2018, it was The issuance of shares in accordance decided that the Chairperson of the Board of Directors will be paid EUR 3,000 monthly and the members of the Board EUR 1,700 monthly. In addition, committee members will be paid EUR 1,500 annually. Travel expenses are paid according to the company's

> During the financial year that endfollowing remuneration:

EUR	Monthly remuneration	Committee membership	Total
Matti Virtanen	36,000		36,000
Reija Laaksonen	20,267	1,500	21,767
David Nuutinen	20,267		20,267
Jokke Paananen	20,267		20,267
Harri Sivula	20,267	1,500	21,767
Vesa Uotila	20,267	1,500	21,767
Total	137,333	4,500	141,844

KAMUX ANNUAL REPORT 2018 45 44

Kamux and Virtanen Consulting GmbH win 2018 based on the consultancy (consultancy firm under Chairperson agreement. of the Board Matti Virtanen's authori- A total of EUR 108,667 was paid to ty) signed a consultancy agreement on the Board of Directors of Kamux as re-February 1, 2016, under which Virtanen wards for the accounting period end-Consulting GmbH will be paid a separate ing on December 31, 2017. In addition, contractual fee of EUR 9,000 per month Matti Virtanen and David Nuutinen for consultancy services related to were paid a total of EUR 256,077 as Kamux's internationalization. In addition consultancy fees and bonuses. to the remuneration for Board membership described above, Kamux paid Mat- Remuneration of the CEO and Ma-

sultancy firm under Board member Da- 220,740 in 2018. Pension costs totaled vid Nuutinen's authority) signed a con- EUR 59,898 and in addition, a total of sultancy agreement on January 5, 2017, EUR 18,546 was paid as a bonus, based which ended on September 30, 2017. on the targets set for 2017. Nuutinen did not receive remuneration

ti Virtanen EUR 108,000 in 2018 based nagement Team members in 2018

Kamux and DN Advisory Oy (con-liokoski, including benefits, totaled EUR

During the financial year that ended on December 31, 2018, the CEO was paid the following remuneration:

EUR	2018	2017
Salary, including benefits	220,740	220,740
Pension costs (defined contribution plans)	59,898	58,090
Bonuses	18,546	11,324
Total	299,184	290,154

During the financial year that ended on December 31, 2018, other members of the Management Team were paid the following remuneration:

EUR	2018	2017
Salary, including benefits	887,011	721,656
Pension costs (defined contribution plans)	235,030	191,451
Bonuses	53,341	45,978
Total	1,175,382	959,085

In 2018, members of the Board of Directors of Kamux were Tapio Arimo, Tommi liskonmäki, Mikko-Heikki Inkeroinen (from February 24, 2018), Olli Kilpi, Jussi Mäkinen (until June 17, 2018), Satu Otala, Jennie Stenbom (from October 1, 2018), Tero Törmänen and Ilkka Virtanen (from October 29, 2018). The figures in the table are rounded.