REMUNERATION REPORT 2017

Code for Listed Companies (2015).

muneration programs is to encourage key persons tancy services. and the entire personnel to commit to persevering work towards reaching their personal and com- REMUNERATION OF THE CEO AND mon goals and to create shareholder value.

Kamux Corporation's Annual General Meeting annually decides on remuneration paid to the Board tion of expenses.

27, 2017 by unanimous decision that the Chairperson of the Board of Directors will be paid EUR 36,000 per year for Board duties, and other members of the Board of Directors will be paid. The share of the result-based remuneration can be EUR 20,000 per year for Board duties.

ly for Board meetings. Travel expenses resulting from Board meetings will be compensated against reasonable invoices. Remuneration for the company's Board members does not include pension entitled to car benefit. One of the Management

Kamux and Virtanen Consulting GmbH (consultancy firm under Chairperson of the Board CEO'S AND MANAGEMENT Matti Virtanen's authority) signed a consultancy agreement on February 1, 2016, based on which Virtanen Consulting GmbH will be paid a separate utory pension. The CEO's retirement age is detercontractual fee of EUR 9,000 per month for conmined by the statutory pension system and is 63 sultancy services related to Kamux's international- years according to applicable legislation. ization. In addition, Kamux has paid EUR 62,000 to Virtanen Consulting GmbH for work related to CEO contract is six months, with a right to receive Kamux's IPO during the second quarter of 2017.

under Board member David Nuutinen's authority) is, under certain conditions, entitled to a severance signed a consultancy agreement on January 5, payment corresponding to 12 months' full salary. 2017, which ended on September 30, 2017. Based separate contractual fee of EUR 7,500 per month of the Management Team whose notice period

The following Kamux Remuneration Report 2017 for consultancy services related to the developcomplies with the Finnish Corporate Governance ment and management of Kamux's business operations in Sweden. In addition to a monthly fee, The objective of the remuneration scheme at the company compensated for DN Advisory Oy's Kamux is to support the company's competitive- travel expenses and the parties agreed separateness and long-term success. The objective of re- ly on a bonus based on the results of the consul-

MANAGEMENT TEAM MEMBERS

The company's Board of Directors decides on the **REMUNERATION OF THE BOARD OF DIRECTORS** remuneration of the CEO and the Management

The remuneration of the CEO and Management of Directors and the principles for the compensaas a bonus, the terms of which are decided by the The company's shareholders decided on April Board of Directors annually. The bonuses to be paid to the CEO and members of the Management Team are based on personal targets and certain profitability targets set for the financial period. a maximum of 50 percent of the fixed salary for Board members will not be paid separate- the CEO and other Management Team members.

> The CEO and other members of the Management Team are entitled to a car and mobile phone benefit. Other members than the CEO are Team members has a internet connection benefit.

TEAMS TERMS OF SERVICE

Kamux's CEO Juha Kalliokoski is entitled to a stat-

The CEO's period of notice determined by the salary during the notice period. If the company Kamux and DN Advisory Oy (consultancy firm terminates the contract of employment, the CEO

The notice period of other Management Team on the agreement, DN Advisory Oy was paid a members is three months excluding one member

Team are entitled to salary during their notice pe-million (gross), which is estimated to correspond riod. The retirement age of the members of the to up to approximately 150,000 Kamux shares, Management Team is determined by the statutory calculated on the basis of the average price of the pension system and is 63 years according to the Kamux share in November 2017. applicable legislation.

SHARE-BASED INCENTIVE PROGRAMS

cided to establish a share-based incentive program member of the Group's Management Team must for Kamux's key personnel. The objective of the share-based incentive program is to align the targets of shareholders and key personnel in order to the company corresponds to the value of his/her increase the long-term value of Kamux as well as to annual salary (ownership obligation). Each particstrengthen the commitment of the key personnel ipant must own this number of shares for as long to Kamux and offer them a competitive incentive as he/she remains a member of the Group's Manprogram based on earning and accruing of shares. Kamux did not have a long-term share-based incentive program for 2017.

the Board of Directors of Kamux Corporation decided on 13 December 2017, to approve the de- by the shareholders of the company by a unanitailed terms and conditions of the share-based mous decision. The Board of Directors of Kamux incentive plan for the Group's key personnel for is authorised to decide on issuing a maximum of 2018. The earnings period for the share-based in- 300,000 new and/or existing shares to reward centive plan is the 2018 calendar year. The amount of any gross reward paid pursuant to the plan for share-based incentive program. The intention is the earnings period will be determined by the to extend the share-based incentive plan with achievement of goals set as the earnings criteria. corresponding new earnings periods beginning According to the decision by the Board of Direc- annually at the discretion of the Board of Directors, the earnings criterion applicable for the 2018 tors. earnings period is achieving the EBIT target for 2018 set by the Board of Directors. Any reward resulting from the plan will be paid after the end Kamux has implemented co-investment arrangeof the earnings period, by the end of May 2019, in ments for certain key personnel pursuant to which the company's shares unless the Board of Direc- the employees covered by the arrangement have tors decides to pay the reward partly or fully in invested in Kamux's shares. The co-investment cash. The reward to be paid will consist of the net arrangements have been implemented between number of shares that remain after deducting the 2011 and 2017 with key personnel employed by monetary sum required to cover the taxes for the confirmed reward. If a key person's employment Directors. The co-investment arrangement option or service relationship ends before the payment of ended when the company was listed on the stock the reward, no reward will normally be paid.

The Board of Directors has selected approximately 20 key persons as eligible to participate invested in shares after the 2011 arrangement are in the incentive plan. According to the terms and in the scope of the IFRS 2 - Share-based Payconditions of the share-based remuneration plan, the Board of Directors may decide to accept new participants in the scheme during the earnings substantially on the same terms as the invest-

If the maximum target level set for the earnings criterion is achieved, the total amount of re- tal value of EUR 676 thousand in directed share wards paid under the 2018 share-based remunerissues in early 2017.

is six months. The members of the Management ation plan would be up to approximately EUR 1,0

The net shares paid as a reward will be subject to a transfer restriction during the commitment period. The commitment period begins when the On April 27, 2017, Kamux's Board of Directors dereward is paid and ends on 31 December 2020. A own half of the net shares received as a reward based on the plan until his/her shareholding in agement Team.

The issuance of shares in accordance with the terms and conditions of the share-based incen-As part of a share-based incentive program, tive plan is based on the authorisation given to the Board of Directors of Kamux on 12 April 2017 Kamux's key personnel in accordance with the

CO-INVESTMENT ARRANGEMENTS

Kamux and members of the company's Board of

The holdings of the key personnel who have ment. Investments made by key personnel have been carried out on the same valuation basis and ments made by Intera.

Key personnel subscribed for shares for a to-

REMUNERATION OF THE BOARD OF DIRECTORS IN 2017

on April 27, 2017, it was decided that

- paid EUR 36,000 annually
- the members of the Board will be paid EUR The bonuses of Kamux's CEO and Management 20,000 annually
- rate remuneration for Board meetings.

ber 31, 2017, the members of the Board of Directors Management Team members. were paid the following remuneration decided by the General Meeting:

REMUNERATION OF THE CEO AND THE MANAGEMENT TEAM

By unanimous decision made by the shareholders Remuneration of Kamux's CEO and members of the Management Team consists of an annual salary • the Chairperson of the Board of Directors will be and a bonus. The terms of the bonus are decided by the company's Board of Directors each year. Team are based on personal targets and certain • the members of the Board will not receive a sepa- profitability targets set for the financial period. The share of the result-based remuneration can be a maximum of 50 percent of the fixed salary for the During the financial period that ended on Decem- CEO and 50 percent of the fixed salary for other

BOARD OF DIRECTORS BENEFITS

(EUR THOUSAND)

Total	365	163
Alexej von Bagh (until Mar 24, 2016)	-	3
Inka Mero (from Jan 29, 2016 until April 12, 2017)	4	11
Vesa Uotila	13	-
Harri Sivula (from May 12, 2017)	13	-
Jokke Paananen	13	-
David Nuutinen**	107	13
Reija Laaksonen (from Mar 3, 2017)	15	-
Matti Virtanen (from Jan 29, 2016)*	198	137
	2017	2016

^{*} Matti Virtanen's benefits include EUR 166 thousand (EUR 117 thousand in 2016) consulting fees of Virtanen Consulting GmbH.
*David Nuutinen's benefits include EUR 90 thousand (EUR 0 thousand in 2016) consulting fees and bonuses of DN Advisory Oy.

REMUNERATION OF KAMUX'S CEO (EUR THOUSAND)

2017 2016 **232** 249 Salaries, bonuses and benefits Pension costs - payment-based arrangements 58 61

290 311

SALARIES AND BONUSES OF KAMUX'S MANAGEMENT TEAM MEMBERS

(EXCL. CEO) (EUR THOUSAND)

Total

	2017	2016
Salaries, bonuses and benefits	768	776
Pension costs - payment-based arrangements	191	185
Total	959	960

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