



## **PROCEDURE OF THE REMUNERATION COMMITTEE**

### **General**

The Remuneration Committee assists the Board of Directors by making preparations for tasks pertaining to the Board. The Board of Directors and its members collectively shall remain jointly responsible for tasks referred to the Committee; the Committee does not have any independent powers of decision.

### **Duties of the Remuneration Committee**

The Remuneration Committee shall monitor and evaluate the competitiveness of the Group's remuneration and incentive schemes and their development.

The crucial tasks of the Remuneration Committee are described below.

- Preparation of the remuneration and other benefits of the Managing Director and other Management Group members
- Preparation in matters concerning the appointment of the Managing Director and other Management Group members
- Development plans for top management and planning for their potential successors
- Development of incentive and remuneration schemes for top management and key personnel
- Preparation and evaluation of the management remuneration policy and remuneration report required under the Finnish Corporate Governance Code for Listed Companies
- Other tasks for which the Board of Directors has granted the Committee authority.

### **Composition**

At their first meeting following the Annual General Meeting, the Board of Directors shall select from among themselves three members for the Remuneration Committee, and shall appoint one of them to be the Committee Chairperson. The term of the members shall be one year, ending upon the conclusion of the Annual General Meeting that follows the member's selection.

### **Meetings and reporting**

The Remuneration Committee shall meet at least twice per year. The Committee shall be convened by the Chairperson. A Committee meeting shall constitute a quorum with the Chairperson and at least one member present. The Customer Services and Administrative Director of Olvi plc shall serve as the secretary at Committee meetings. At its discretion, the Committee may invite representatives of human resources and executive management to attend meetings in an expert role. The Remuneration Committee may consult third-party experts as necessary.

The Remuneration Committee shall prepare a meeting schedule for each year at a time. This schedule shall include the key matters to be addressed.

Minutes shall be prepared of each Remuneration Committee meeting. The minutes shall be approved with electronic signatures before the next Committee meeting. The minutes of Committee meetings shall be distributed to all members of the Board of Directors. Additionally, the Committee's Chairperson shall report separately to the Board on key matters discussed in the Committee.

The Remuneration Committee shall evaluate its own activities on an annual basis and report this to the Board of Directors. The Remuneration Committee shall review and confirm its rules of procedure annually.