



Apetit Plc's Remuneration Statement 2016

This Remuneration Statement has been drawn up in accordance with the Finnish Corporate Governance Code 2016.

Remuneration of the members of the Supervisory Board

The Annual General meeting decides on the remuneration of the Supervisory Board.

The Annual General Meeting on 31 March 2016, decided to leave the remuneration of the Supervisory Board members unchanged. The remuneration paid to the members of the Supervisory Board are;

- the monthly remuneration paid to the Supervisory Board's chairman is EUR 1,000 (year 2015: 1,000)
- the monthly remuneration paid to the deputy chairman is EUR 665 (665)
- the meeting allowance paid to the chairman and the members of the Supervisory Board is EUR 300 (300)
 - o the meeting allowance is also paid to the chairman and deputy chairman of the Supervisory Board for their attendance at meetings of the company's Board of Directors.
 - o the meeting allowance is also paid to the members of the Supervisory Board's Nomination Committee.

In 2016 the Supervisory Board met four times. The average attendance rate of members was 80.2%. The members of the Supervisory Board were paid a total of EUR 48,780 in remuneration and allowances in 2016 and are as follows:

Members of the Supervisory Board 2016	Monthly Remuneration	Meeting allowances for Supervisory Board meetings	Meeting allowances for Board of Directors' meetings	Meeting allowances for Nomination Committee meetings	Remuneration total
Heikki Aaltonen, until 4/2016		300			300
Harri Eela ,chairman	12,000	1,200	2,400	900	16,500
Jaakko Halkilahti		1,200			1,200
Jussi Hantula		600			600
Laura Hämäläinen		900			900
Aki Kaivola		900			900
Risto Korpela		900			900
Jonas Laxåback		600			600
Mika Leikkonen		900			900
Ilkka Markkula		1,200			1,200
Marja-Liisa Mikola-Luoto, deputy chairman	7,980	1,200	2,700	900	12,780
Jari Nevavuori		1,200			1,200
Pekka Perälä, from 4/2016		300			300



Markku Pärssinen		1,200			1,200
Petri Rakkolainen		900			900
Timo Ruippo		1,200			1,200
Esa Ruohola, until 4/2016		300			300
Veli-Pekka Suni, from 4/2016		900			900
Johanna Takanen		600			600
Mauno Ylinen		900			900
<i>members appointed by the personnel:</i>					
Jari Heiskanen		900			900
Timo Hurme		900			900
Mari Saarinen		1,200			1,200
Heikki Vesanto		900			900
Päivi Hakasuo, debuty member		300			300
Kirsi Roos, debuty member		300			300
Total, EUR	19,980	21,900	5,100	1,800	48,780

The figures concern the whole year 2016 unless other stated under the member.

On 28 April 2016 Apetit plc's Supervisory Board elected Harri Eela as Chairman of the Supervisory Board and Marja-Liisa Mikola-Luoto as Deputy Chairman.

Remuneration of the Supervisory Boards' Nomination Committee

The Annual General Meeting decides on the remuneration of the Nomination Committee.

The Annual General Meeting of Apetit plc on 31 March 2016 decided that the remuneration is as follows;

- meeting allowance EUR 300 (300).

In 2016 the Nomination Committee met three times. The average attendance rate of members was 100.0%. The meeting allowances were as follows:

Supervisory Boards' Nomination Committee	Meeting allowances
Sauli Lähteenmäki	900
Jorma Takanen	900
Total, EUR	1,800

The meeting allowances paid to the Chairman of the Board and to the Chairman and Deputy Chairman of the Supervisory Board for Nomination Committee meetings are shown under respective body.



Remuneration of the Board of Directors

Based on the proposals prepared by the Nomination Committee, the company's Supervisory Board elects the members of the Board of Directors, the chairman and the deputy chairman of the Board, and the remuneration payable to them.

As decided by the Supervisory Board on 28 April 2016;

- the yearly remuneration paid to the chairman of the Board of Directors is EUR 39,060 (39,060)
- the yearly remuneration paid to the deputy chairman EUR is 24,120 (24,120)
- the yearly remuneration paid to the other Board members is EUR 19,560 (19,560)
- a meeting allowance of EUR 510 (510) is also paid to the chairman, and EUR 300 (300) to the members.

In 2016 the Board of Directors met 10 times and in Fall established Audit Committee once. One of the meetings of Board of Directors was conducted in written procedure. The average attendance rate of members of the Boards of Directors was 98.1% and members of the Audit Committee 100%. In 2016 the members of the Board of Directors received a total of EUR 164,610 in remuneration and allowances, and was as follows;

Members of the Board of Directors' in 2016	Monthly remuneration	Meeting allowances for Board of Directors' meetings	Meeting allowances for Supervisory Board meetings	Meeting allowances for Nomination Committee meetings	Meeting allowances for Audit Committee meetings	Remuneration total
Veijo Meriläinen, chairman	39,060	4,590	1,200	900	0	45,750
Aappo Kontu, deputy chairman	24,120	2,700	600	0	300	27,720
Lasse Aho	19,560	2,700	600	0	0	22,860
Esa Härmälä	19,560	2,400	300	0	300	22,560
Seppo Laine, from 4/2016	14,670	1,800	0	0	300	16,770
Tuomo Lähdesmäki, until 4/2016	4,890	900	0	0	0	5,790
Niko Simula	19,560	2,700	900	0	0	23,160
Total, EUR	141,420	17,790	3,600	900	900	164,610

The figures concern the whole year 2016 unless other stated under the member.

Principles of remuneration of the CEO and Corporate Management

Principles of remuneration and decision-making process

The remuneration and incentive plans for management are made up of monetary remuneration, fringe and pension benefits, and performance-related compensation, by which the degree of success for the year is measured. The level of these plans as a whole is compared annually with the general market level. The Board of Directors of Apetit plc decides on the principles for the remuneration and incentive plans for the CEO and other members of the management.



The remuneration and incentive plans for management are made up of monetary remuneration, fringe and pension benefits, and performance-related compensation, by which the degree of success for the year is measured. The level of these plans as a whole is compared annually with the general market level. The Board of Directors of Apetit plc decides on the principles for the remuneration and incentive plans for the CEO and other members of the management. The Board also confirms annually the indicators to be used for the plans and their level in relation to the targets set. The indicators also include key figures connected with annual budgets as well as development targets selected on a function-specific basis. In 2016, indicators for the CEO and management were among others the Group's and applicable business unit's operational EBIT. The maximum amount of performance-related compensation corresponds to 60 per cent of annual salary in the case of the CEO, and 50 per cent of annual salary for other management. The CEO and two member of the corporate management has separate operational EBIT based compensation scheme for periods 2015-2017 and 2016-2018, where the maximum compensation corresponds to yearly salary in the case of CEO and 8 months' salary in the case of other members. Payment will take place at the end of the scheme in shares (50%) and in cash (50%). In addition, the CEO has acquired 10 000 Apetit Oyj shares, and in return Apetit will compensate equivalent amount in shares (50%) and in cash (50%) after three years of employment.

CEO

The Board of Directors appoints and releases from duties the CEO and deputy CEO, determines their duties and decides on their terms of service and their incentive schemes.

The key conditions of the CEO's terms of service are defined in his contract. The agreed period of notice is six months. Should the CEO be given notice by the company, he will be entitled to a severance package equivalent to 12 months' pay.

The retirement age for the parent company's CEO has been set at 62 years. In 2016, contribution on cash bases to Juha Vanhainen's supplementary pension benefits was EUR 110,900.

The salary with fringe benefits and bonuses paid to the CEOs in 2016 amounted EUR 446,178.

CEO	Non-variable salary	Fringe benefits	Bonus for 2015	Total, EUR
Juha Vanhainen	353,558	22,620	70 000	446,178

Share-based incentive scheme

There are no share-based incentive schemes in the Group.