# REMUNERATION STATEMENT

# **BOARD OF DIRECTORS**

#### Remuneration

The Annual General Meeting decides on remuneration to the Board of Directors.

According to the resolution made in 2010, remuneration of EUR 25,000 euros per term will be paid to the Board members, EUR 37,500 per term to the Vice Chairman of the Board and EUR 50,000 per term to the Chairman of the Board, as well as travel and accommodation expenses relating to Board meetings. In addition, the Chairman and members of the audit committee are paid an additional annual remuneration of EUR 5,000. Remuneration is paid in four equal instalments on a quarterly basis.

#### Other benefits

The Board of Directors are not included in the stock option schemes of years 2006 or 2009. The company has not granted shares or other share related rights as compensation to the Board of Directors. The company does not pay Board members fees on any other basis or grant them loans or give guarantees on their behalf.

#### PRESIDENT AND EXECUTIVE BOARD

## President

The Board of Directors decides on the salary and other benefits of the President. The President is included in the management's bonus system, with the annual bonus being a maximum of six months' salary, depending on the achievement of the objectives set annually. The President's service contract has provision for a notice period of three (3) months on the President's part and six (6) months on the company's part, without separate severance payment. The retirement age is statutory and no voluntary pension insurance policies have been taken.

The President is included in the 2006 and 2009 stock option schemes. The President has not otherwise

been granted shares or other share related rights as compensation. The company does not pay the President fees on any other basis or grant him loans or give guarantees on his behalf

#### **Executive Board**

The Board of Directors confirms the salaries and benefits of the members of the Executive Board upon President's proposal. The members of the Executive Board are included in the management's bonus system, with the annual bonus being a maximum of six months' salary, depending on the achievement of the objectives set annually. The members of the Executive Board have employment contracts valid for an indefinite period, with three (3) months notice period on director's part and six (6) months notice period on company's part, without right to separate severance payments or other compensation. In the service contracts of the subgroups' parent companies' managing directors it is furthermore agreed that a separate severance payment corresponding to six (6) months salary at a maximum, is paid in addition to the salary for the notice period. The retirement age is statutory and no voluntary pension insurance policies have been taken.

The members of the Executive Board are included in the 2006 and 2009 stock option schemes. The company has not granted shares or other share related rights as compensation to the Executive Board. The company does not pay Executive Board members fees on any other basis or grant them loans or give guarantees on their behalf

### AUDITOR

The Annual General Meeting resolves the remuneration and the ground for compensation of travelling expenses of the auditor. In 2010, the Annual General Meeting resolved to pay auditor's fees and travel expenses in accordance with a reasonable invoice.

## BOARD OF DIRECTORS' REMUNERATION / TERM AS DECIDED BY THE ANNUAL GENERAL MEETING FOR THE YEARS 2008-2010, EUR

	2010	2009	2008
Chairman of the Board	50,000	50,000	50,000
Vice Chairman of the Board	37,500	37,500	37,500
Member of the Board	25,000	25,000	25,000
Chairman of the Audit Committee	5,000	5,000	-
Member of the Audit Committee	5,000	5,000	-
Chairman of Nomination Committee	-	-	-
Member of the Nomination Committee	-	-	-

#### REMUNERATION PAID TO BOARD MEMBERS FOR BOARD AND COMMITTEE WORK FOR THE YEAR 2010, EUR 1,000

	Remuneration for	Remuneration for Audit	Remuneration for Nomination	
	Board work	Committee work	Committee work	Total
Matti Hyytiäinen <sup>1), 4)</sup>	18	5	-	23
Outi Lampela <sup>4)</sup>	25	5	-	30
Endel Palla <sup>5)</sup>	25	-	-	25
Olli Pohjanvirta <sup>4)</sup>	25	5	-	30
Matti Ruotsala <sup>2), 5)</sup>	50	-	-	50
Jyrki Tähtinen <sup>3), 5)</sup>	38	-	-	38

<sup>1)</sup> Hyytiäinen joined the Board on 31 March 2010 <sup>2)</sup> Ruotsala Chairman of the Board <sup>3)</sup> Tähtinen Vice Chairman of the Board <sup>4)</sup> Lampela Chairman of the Audit Committee, and Hyytiäinen and Pohjanvirta members <sup>5)</sup> Ruotsala Chairman of Nomination Committee, and Palla and Tähtinen members

#### SALARIES AND BONUSES PAID TO THE PRESIDENT AND OTHER EXECUTIVE BOARD MEMBERS FOR THE YEAR 2010, EUR 1,000

	Salaries	Bonuses	Total
Harri Suutari	298	144	442
Other Executive Board	764	322	1 086

# OPTIONS GRANTED TO THE PRESIDENT AND OTHER EXECUTIVE BOARD MEMBERS IN 2010, PCS.

	2006A	2006B	2006C	2009A	2009B
Harri Suutari	-	10,140	10,700	10,000	20,000
Other Executive Board	-	21,000	24,400	26,500	75,000

#### OPTIONS HELD BY THE PRESIDENT AND OTHER EXECUTIVE BOARD MEMBERS ON 31 DECEMBER 2010, PCS.

	2006A	2006B	2006C	2009A	2009B
Harri Suutari	30,000	40,140	40,700	30,000	20,000
Other Executive Board	40,000	66,000	69,400	66,500	75,000
Total	70,000	106,140	110,100	96,500	95,000

Share ownership by the Board of Directors and Executive Board on 31 December 2010 is presented in the Financial Statements in the Shares and Shareholders section.

## **REMUNERATION PAID TO AUDITORS IN 2010, EUR 1,000**

	Audit	Assignments	Tax services	Other services	Total
Ernst & Young Oy	54	-	5	5	64
KPMG Oy Ab*	133	3	411	-	548

\* KPMG Oy Ab as of 31 Mar. 2010