

# BODIES' REMUNERATION POLICY

## GOFORE PLC

### 1 PREAMBLE

This Gofore Plc's remuneration policy ("**Remuneration Policy**") sets out the general principles and decision-making processes that apply to the remuneration of Gofore Plc's ("**Gofore**" or "**Company**") Board of Directors and CEO ("**Body**"). The principles applied to the CEO will be applied to a deputy CEO, if necessary.

The purpose of this Remuneration Policy is to support the Company's strategic goals and promote its competitiveness and long-term financial success. Remuneration is connected to the Company's long-term and short-term profitability through which it will promote the Company's business strategy and long-term financial success. In addition, the purpose is to contribute to the positive development of the Company's shareholder value and foster the Company's Board of Directors' and CEO's long-term commitment to the Company's goals.

The Company's Remuneration Policy will be presented in the Company's annual general meeting at least every fourth year and always if significant changes are proposed to it. A report on the remuneration will be annually presented in the Company's annual general meeting (from 2021).

This Remuneration Policy is drafted in accordance with the provisions of all applicable laws and the Finnish Corporate Governance Code of the Finnish Securities Market Association ("**Corporate Governance Code**"). The Body's remuneration takes into consideration the special regulation regarding the financial services where applicable.

Due to the Company's ownership structure, the Board of Directors may decide that some of the Board Members can work for the Company under separate provisions that apply to their employment and that comply with the Company's general principles for employment. Remuneration related to the employment of these Board Members is based on separate employment provisions and it may consist of a fixed basic salary with fringe benefits and of annual incentives based on the Company's profitability and/or long-term goals in accordance with the principles adopted by the Board of Directors.

In order to avoid conflicts of interest, the Board Members who have separate employment provisions will not participate in the decision-making

process or preparations related to these provisions. Board Members that are independent of this will decide on these provisions.

The remuneration of the Board of Directors and CEO will be regularly assessed in terms of the general market practices applied to persons in similar positions.

### 2 PRIORITY OF THE DECISION-MAKING PROCESS

#### 2.1 Preparation, adoption and monitoring of the Remuneration Policy

The Company's Board of Directors has established a remuneration committee set out in the Corporate Governance Code. The Board's remuneration committee will prepare the Remuneration Policy and the Board of Directors will present it to be discussed at the general meeting. The remuneration committee and the Board of Directors will monitor the compliance, operation and results of the Remuneration Policy. The Company's internal audit team will annually perform remuneration-related review.

The Company's Board of Directors will adopt the Remuneration Policy to be presented to the general meeting where necessary and at least every four years. The general meeting will hand down a decision as to whether it is in favour of adopting the proposed Remuneration Policy. The decision is non-binding. In the event that the majority of the general meeting does not support the Remuneration Policy presented thereto, a revised Remuneration Policy will be presented, at the latest, at the next annual general meeting. In these cases, the decision regarding the remuneration of the Board and the CEO will be based on the Remuneration Policy presented to the general meeting until the revised Remuneration Policy has been processed at a general meeting.

The remuneration committee monitors that all remuneration practices are in accordance with the Company's Remuneration Policy and currently valid legislation. The remuneration committee will monitor the implementation of the Remuneration Policy on an annual basis and propose measures to ensure the implementation of the Remuneration Policy to the Board of the Directors where necessary.

Each year, the Board of Directors submits to the annual general meeting a remuneration report prepared by the remuneration committee, which enables the shareholders to assess how the bodies' remuneration has complied with valid Remuneration Policy and how remuneration promotes the Company's long-term financial success.

All conflicts of interest have been taken into consideration in terms of remuneration. The conflict of interest situations will be prevented so that the person being remunerated cannot attend the decision-making process.

## 2.2 Bodies' remuneration

The nomination committee is responsible of drafting all proposals to the general meeting concerning the remuneration of the Board Members. In principal, the general meeting will decide on the remuneration of the Board Members based on the proposal given by the nomination committee. The decision on the remuneration of the Board Members must be based on the valid Remuneration Policy presented to the general meeting.

The Company's Board of Directors will decide on the provisions of the managing director's agreement for the CEO in accordance with the proposal given by the remuneration committee and the Remuneration Policy. The remuneration committee will regularly monitor and assess the efficiency and appropriateness of the Remuneration Policy and the CEO's remuneration in order to ensure that they comply with the Company's business requirements, strategy and shareholders' interests. The purpose of the Remuneration Policy is to provide the CEO with overall remuneration that will motivate the CEO and offers them a balanced and market-based overall remuneration that will be based on the Company's long-term strategy and competitiveness and the realisation of the sustainable financial result compliant with the shareholders' objectives.

The remuneration of the Company's bodies can be paid partially or entirely in the form of shares or other share-related instruments pursuant to the applicable legislation and other regulations within the scope of the authorisation that the general meeting has granted to the Board of Directors.

## 3 DETAILS OF THE BOARD OF DIRECTORS' REMUNERATION

The remuneration of the Board of Directors can consist of one or several elements. In practice, the Board of Director's remuneration consists of a fixed monthly monetary compensation and possible meeting fees. Increased remuneration can be paid

to the Chair of the Board and to the committee chairs appointed by the Board of Directors. In addition to the salary and bonus, the Board members will be remunerated for their travel expenses.

If a Board member is in a service or employment relationship with the Company, they will be paid a normal salary, in accordance with the market practice, that is based on the service or employment relationship. In situations where a Board member who is not in an employment or a service relationship with the Company participates in the development of the Company's operations outside of their board duties, in a project-like manner, a separate reasonable compensation can be paid for such work pursuant to the Board of Director's decision.

Remuneration paid to the Board members can be paid in cash and/or shares partially or in full.

## 4 DETAILS OF THE CEO'S REMUNERATION

### 4.1 General

The Company's Board of Directors will decide on the CEO's remuneration and other financial benefits based on the remuneration committee's preparatory works. Any changes to the CEO's salary and remuneration will be made only pursuant to the Board of Director's approval.

The provisions concerning the CEO's remuneration also apply to the possible deputy CEO. For the avoidance of doubt, as the Board of Directors decides on the deputy CEO's remuneration, it is not bound to the CEO's remuneration as regards to the terms of the amount and structure of the remuneration.

### 4.2 Components of remuneration and how they are determined

The CEO's remuneration is primarily comprised of a fixed salary and adjustable bonuses as well as, possible long-term incentive schemes and commitment programmes decided to take into use in the sole discretion of the Board of Directors. In addition, the CEO can be granted a separate, reasonable supplementary pension arrangement or other possible benefits to ensure that a competent CEO is committed to the Company's development.

The fixed salary will be confirmed in the managing director agreement. A part of the salary can be replaced with a housing benefit or a car benefit. The CEO's professional competence and responsibilities as well as the general salary level in similar

positions will be taken into account when determining the CEO's fixed salary. The adjustable bonus is bound to the financial success of the Company as well as the achievement of the Company's strategic goals. The Company's Board of Directors will determine the accumulation criteria for the adjustable bonus as well as the goals set for each criterion at the beginning of each accumulation period, and it will assess the fulfilment of the bonus at the end of the accumulation period. The adjustable bonus can amount to a maximum of 50 percent of the CEO's fixed salary paid during the accumulation period. The Board of Directors will decide on a case by case basis the possible long-term incentives and commitment programmes that will be granted to the CEO.

Any bonuses paid to the CEO on the basis of the adjustable bonus scheme as well as on the basis of the long-term incentive schemes and commitment programmes can be paid in cash and/or shares partially or in full.

Pursuant to the decision of the Board of Directors, the Company may decide not to pay the adjustable bonus either partially or in full, if this is considered necessary.

#### 4.3 Key provisions that apply to the CEO's employment

The managing director agreement sets out the key provisions that apply to the CEO's employment, such as the notice period, possible severance pay and non-compete clause. The provisions are agreed in the manner that they correspond to the valid market practice at the time of signing the agreement.

#### 4.4 Provisions regarding postponement of adjustable bonuses and the recovery thereof

In certain situations, the Company has the obligation to postpone the payment of adjustable bonuses. In such case the Company postpones the payment of adjustable bonuses in accordance with the regulations laid down for the financial sector. The amount of the bonus to be paid after the postponement depends on the Company's financial development during the postponement period. It is possible that the amount thereof will even be zero.

In certain circumstances, the Company may also recover already paid adjustable bonuses. The Company is also entitled to recover an already paid adjustable bonus if it turns out after the payment that the person who has received the bonus has endangered the financial position of the Company, violated the regulations concerning the Company,

acted in violation of the Company's operating principles and courses of action or contributed to such conduct through their negligence.

## 5 REQUIREMENTS FOR TEMPORARY DEVIATIONS

The Company may temporarily deviate from the Remuneration Policy that has been presented to the general meeting if it is assessed that the achievement of the Company's long-term goals and the realisation of the Company's strategy will otherwise be endangered. The deviation may concern all areas of remuneration. A temporary deviation is considered to constitute a period of 18 months at the most.

The remuneration committee will prepare a deviation proposal for the Board of Directors' approval. Any deviations regarding the Board members' remuneration will be decided by the general meeting and the deviations regarding the CEO's remuneration will be decided by the Company's Board of Directors.

The possibility to deviate from the Bodies' Remuneration Policy temporarily is intended to be applied only in exceptional circumstances. A temporary deviation can be considered in the following circumstances:

- Appointment of a new CEO
- Significant corporate transaction
- Considerable change in the Company's strategy that results from an internal or external factor
- Amendments to taxation or other legislation

In the event that deviations take place with respect to the courses of action or principles that have been set out in the Company's policy, the deviation will be documented and reported to the Board of Directors and as part of the remuneration report that will be presented at the annual general meeting.

The Company has the right to make other than material amendments to the remuneration policy without presenting the amended policy to the general meeting. These changes include e.g. various technical and terminological amendments. Legislative amendments may also constitute grounds for making other than material amendments to the Bodies' Remuneration Policy.

If the deviation from the Remuneration Policy is estimated to continue other than temporarily, the Company will prepare a new Remuneration Policy

that will be discussed at the next possible annual general meeting.