

# REMUNERATION REPORT 2023 FOR GOVERNING BODIES

## INTRODUCTION

This Remuneration Report 2023 for governing bodies released by Aspocomp Group Plc describes the remuneration of the company's Board of Directors, CEO and CEO's deputy from January 1 to December 31, 2023. The Remuneration Report 2023 has been prepared in accordance with the guidelines for remuneration of the Finnish Corporate Governance Code 2020 for listed companies and provisions of the Securities Market Act and the Limited Liability Companies Act. Aspocomp's Board of Directors has monitored the implementation of the Remuneration Policy and has approved this Remuneration Report to be presented to the company's Annual General Meeting 2024, where the shareholders will make an advisory decision on the report.

The remuneration of governing bodies in 2023 has been in alignment with the company's Remuneration Policy for governing bodies, which was discussed and approved as such at the Annual General Meeting 2020. The Remuneration Policy was not deviated from in 2023 and the remuneration has not been reclaimed. The company's current Remuneration Policy will be applied until the Annual General Meeting in 2024. The Remuneration Policy will be presented to the Annual General Meeting at least every four years, unless the Board decides to bring a revised version to the General Meeting earlier. The Remuneration Policy 2024-2027 will be presented to the 2024 Annual General Meeting. The Board monitors and supervises the implementation and effectiveness of the Remuneration Policy and the competitiveness of the remuneration and, if necessary, presents possible changes to the Remuneration Policy to the General Meeting.

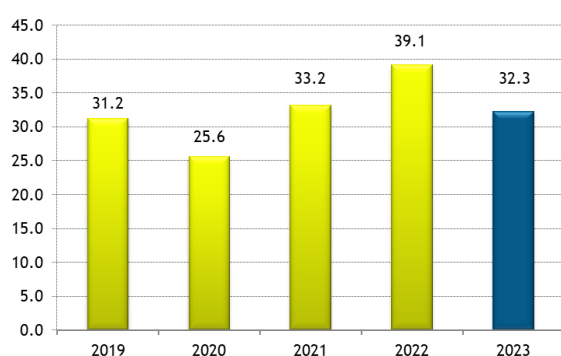
In accordance with the Remuneration Policy, remuneration for Aspocomp's governing bodies is based on the company's employee remuneration policy, which aims to encourage good performance and motivate long-term work to achieve the company's goals. Remuneration is based on the job's demand level, personal effectiveness, and performance as well as the market situation. The purpose of the company's remuneration is to contribute to the long-term interests of both the company and its shareholders and the realization of the business strategy of the company as well as to promote the long-term financial success of the company.

## DEVELOPMENT OF ASPOCOMP'S FINANCIAL PERFORMANCE AND REMUNERATION IN 2019-2023

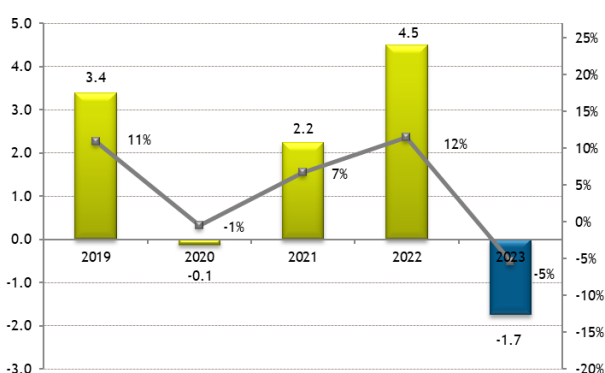
Aspocomp's net sales and profitability grew steadily in 2019-2022, with the exception of 2020, when the COVID-19 pandemic, the associated restrictions and the weakened economy had a broad impact on the supply chains of the electronics industry and on customer orders. At the beginning of 2021, the company returned to its growth track. 2022 was the best financial year in the history of Aspocomp in its current form. 2023 was a challenging year for Aspocomp. The development of net sales was affected by sluggish demand in several of Aspocomp's customer segments, weakened product mix and, in the last quarter, a temporary process disruption in the company's production.

### Development of financial performance

#### Net sales



#### Operating profit



### Development of remuneration

EUR	2023	2022	2021	2020	2019
Chairman of the Board	42,000	42,000	39,000	37,000	38,000
Vice chairman of the Board	26,000	26,000	24,500	24,500	24,500
Other members of the Board on average	21,000	21,000	19,000	15,166	19,333
President and CEO					
salaries and fringe benefits *	322,388	292,002	241,379	295,700	352,035
options **	0	0	0	335,400	0
Average Aspocomp employee ***	46,018	52,625	51,051	45,291	49,275

\* The short-term employment benefits paid in 2023 are based on the 2022 performance criteria.

\*\* The total purchase price of the company's shares purchased by the CEO himself in connection with the Stock Option plan 2014. The Stock Option plan 2014 ended on April 30, 2020.

\*\*\* The salary development of Aspocomp's average employee is calculated from personnel expenses by deducting other personnel side expenses from the total and dividing it by the average number of employees during the year.

Both the Board's annual fees and the meeting fees per attended meeting have remained the same as of 2018. The change in total remuneration is due to variation in the number of meetings and the meeting fees of the Audit Committee.

## REMUNERATION OF THE BOARD OF DIRECTORS IN 2023

The Annual General Meeting of Aspocomp Group Plc held on April 20, 2023, decided that the Chairman of the Board will be paid EUR 30,000, the Vice Chairman will be paid EUR 20,000 and the other members will be paid EUR 15,000 each in remuneration for their term of office. The Annual General Meeting further decided that EUR 1,000 will be paid as remuneration per meeting to the Chairman and that the other members be paid EUR 500 per meeting of the Board and its committees. In addition, the members of the Board of Directors will be reimbursed for reasonable travel costs. At its organization meeting held after the Annual General Meeting, the Board of Directors reelected Päivi Marttila as the Chairman of the Board. Kaarina Muurinen was re-elected as the Vice Chairman.

Both the Board's annual fees and the meeting fees per attended meeting have remained the same as of 2018.

No remuneration has been paid to the Board of Directors for the financial year 2023 in the form of shares; instead, all remunerations have been paid in money. The members of the Board have not received other financial benefits and are not covered by the company's incentive schemes. The Board members are not employed by the company.

### FEES PAID OR DUE TO THE BOARD OF DIRECTORS IN 2023

	EUR	Annual fee*	Meeting fees**	Total
Päivi Marttila, Chairman		30,000	12,000	42,000
Kaarina Muurinen, Vice Chairman		20,000	6,000	26,000
Jukka Huuskonen		15,000	6,000	21,000
Anssi Korhonen		15,000	6,000	21,000
<b>Total, EUR</b>		<b>80,000</b>	<b>30,000</b>	<b>110,000</b>

\* Annual fees are paid in monthly instalments.

*In 2023, annual fees corresponding to an eight-month period were paid to each current Board member, to a total of EUR 53,336. The amount corresponding to a four-month period of the annual fees for 2023 will be paid to each Board member during January-April 2024, totaling EUR 26,664.*

*Annual fees in 2022 corresponding to a four-month period were paid during January-April 2023 to the members elected at the 2022 Annual General Meeting, totaling EUR 26,664.*

\*\* All meeting-specific fees for the financial year 2023, totaling EUR 30,000, have been paid during the year 2023.

## REMUNERATION OF THE CEO AND THE DEPUTY CEO IN 2023

Decisions concerning the remuneration of the CEO and the terms applicable to the service contract are made by Aspocomp's Board of Directors within the limits of the company's valid remuneration policy. Where applicable, the principles applicable to the CEO also apply to the Deputy CEO. However, with respect to the level and structure of the remuneration, the Board of Directors is not bound by the remuneration of the CEO when deciding on the remuneration of the Deputy CEO. In accordance with the company's Remuneration Policy for governing bodies, the remuneration of the President and CEO is based on the company's remuneration principles, where remuneration is based on the job's demand level, personal effectiveness and performance. Remuneration of the Deputy CEO follows the same principles.

The remuneration of Mikko Montonen, President and CEO of Aspocomp Group Plc, consisted of a fixed monthly salary and customary fringe benefits (such as phone, meal, and car benefits). The President and CEO is covered by a long-term incentive scheme, i.e., performance-based share bonus for top management and selected key employees as well as by the company's Short-Term Incentive scheme for all employees which is approved yearly by the Board. The CEO does not have any different pension plans; instead, his retirement age is determined by the Employees Pensions Act (TyEL). If the CEO's contract is terminated by either the CEO or the company, the notice period is six months. In addition, severance pay amounting to his salary for six months shall be paid.

Mr. Antti Ojala, Chief Commercial Officer serves as the Deputy CEO as his secondary job. As the role is a secondary job, the company does not pay a separate fee for it. Instead, his remuneration is based on his primary position as the Chief Commercial Officer in the company's organization. The Deputy CEO's remuneration consists of a fixed salary and customary fringe benefits (such as phone, meal, and car benefits). He is also covered by a long-term incentive scheme, i.e., performance-based share bonus for top management and selected key employees as well as by the company's Short-Term Incentive scheme for all employees. The Deputy CEO does not have any different pension plans; instead, his retirement age is determined by the Employees Pensions Act (TyEL).

### ALL FINANCIAL BENEFITS PAID OR DUE TO THE CEO AND THE DEPUTY CEO IN 2023

	EUR 1,000	The President and CEO	The Deputy CEO
Salaries and short-term employment benefits*		322	153
Pension costs, defined contribution plans		57	27
<b>Total</b>		<b>379</b>	<b>180</b>

\* The short-term employment benefits paid in 2023 are based on the 2022 performance criteria. The financial year 2022 was the best in the history of the company in its current form.

### SHARE-BASED LONG-TERM INCENTIVE SCHEME

The Board of Directors of Aspocomp Group Plc decided on July 20, 2022, on the establishment of a share-based long-term incentive scheme for the company's top management and selected key employees. It comprises a Performance Share Plan (PSP). The objectives of the Performance Share Plan are to align the interests of Aspocomp's management with those of the company's shareholders and thereby to promote shareholder value creation in the long term as well as to commit the management to achieving Aspocomp's strategic targets. The Performance Share Plan consists of annually commencing individual performance share plans. The commencement of each new plan is subject to a

separate decision by Aspocomp's Board of Directors. Each plan comprises a performance period followed by the payment of the potential share rewards with listed shares of Aspocomp. The payment of the rewards is conditional on the achievement of the performance targets set by the Board of Directors for the respective plan.

The performance period of the first plan, PSP 2022-2024, covers the period from the beginning of July 2022 until the end of 2024. Eligible for participation in PSP 2022-2024 are approximately 20 individuals, including the members of Aspocomp's Management Team. The share rewards potentially payable thereunder will be paid during the first half of 2025. The performance measures based on which the potential share rewards under PSP 2022-2024 will be paid are cumulative EBIT and the total shareholder return of Aspocomp's share (absolute TSR). If all the performance targets set for the first plan, PSP 2022-2024, are fully achieved, the aggregate maximum number of shares to be paid as a reward based on this plan is approximately 92,000 shares (referring to gross earnings before the withholding of the applicable payroll tax).

**No share rewards were paid in 2023.**

On February 15, 2023, Aspocomp Group Plc's Board of Directors decided on the commencement of a new performance period in the share-based long-term Performance Share Plan, PSP 2023-2025. It commenced as of the beginning of 2023 and the share rewards potentially earned thereunder will be paid during H1 2026. The payment of the rewards is conditional on the achievement of the performance targets set by the Board of Directors for the plan. The performance measures based on which the potential share rewards under PSP 2023-2025 will be paid are cumulative EBIT and the total shareholder return of Aspocomp's share (absolute TSR). Eligible for participation in PSP 2023-2025 are approximately 20 individuals, including the members of Aspocomp's Management Team.

If all the performance targets set for PSP 2023-2025 are fully achieved, the aggregate maximum number of shares payable as a reward based on this plan is approximately 91,000 shares (referring to gross earnings before the withholding of the applicable payroll tax). The maximum value of the rewards payable to the participants based on PSP 2023-2025 is limited by a cap which is linked to Aspocomp's share price development.

**SHORT-TERM INCENTIVE SCHEME (STI)**

The Short-Term Incentive scheme (STI) for all employees pays cash bonuses based on pre-set targets for net sales and operating income. The Board determines the targets and criteria for bonus payment annually.