

Remuneration Policy

This Robit Plc Remuneration Policy is drafted in accordance with the provisions of all applicable laws and the Finnish Corporate Governance Code. The Remuneration Policy sets out the principles that apply to the remuneration of Robit Plc's board members, CEO and deputy CEO (if any).

1. PREAMBLE

The purpose of this Remuneration Policy is to secure the mutual long-term interests of the company and its shareholders by recruiting, fostering a sense of commitment in and incentivising the company's upper management to implement Robit Plc's strategy. The Remuneration Policy must, in principle, strive to promote Robit Plc's long-term financial success and to correspond to the best interests of the company's shareholders.

The provisions of the employees' salary and conditions of employment have been taken into consideration in the Remuneration Policy in order to ensure that the Remuneration Policy is fair and incentivises employees.

2. DESCRIPTION OF THE DECISION-MAKING PROCESS

Preparations and approval procedures

The Remuneration Committee of Robit Plc's board of directors prepares the Remuneration Policy and any material amendments made thereto. The Remuneration Committee hears the Shareholders' Nomination Board on matters related to the remuneration of the company's board of directors. Robit Plc's board of directors processes and presents the Remuneration Policy and any material amendments made thereto to Robit Plc's general meeting where necessary, but at least once every four years. The general meeting will hand down a non-binding decision as to whether it is in favour of adopting the proposed Remuneration Policy. The shareholders cannot propose amendments to the Remuneration Policy presented to the general meeting. 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 such case, the decision regarding the remuneration of the board of directors 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 future general meeting.

Monitoring

Robit Plc's board of directors will review the Remuneration Policy on an annual basis and determine whether it must be updated, how it is used and how it has been implemented with regard to the remuneration of the CEO and deputy CEO (if any). Robit Plc's Shareholders' Nomination Board will review the Remuneration Policy and determine whether it must be updated, how it is used and how it has been implementation with regard to the remuneration of board members.

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. The board of directors will annually present a remuneration report prepared by the Remuneration Committee to the annual general meeting based on which the shareholders can assess whether the Remuneration Policy has been implemented appropriately at Robit Plc. The general meeting will hand down a decision on whether the remuneration report should be approved. The decision handed down by the general meeting with regard to the remuneration report is non-binding.

Implementation

Robit Plc's Shareholders' Nomination Board prepares propositions regarding the remuneration of and other financial benefits granted to Robit Plc's board and committee members for the general meeting. Robit Plc's annual general meeting decides on the remuneration of and other financial benefits granted to the company's board and committee members.

Robit Plc's Remuneration Committee will prepare matters related to the remuneration of the CEO and deputy CEO (if any) for Robit Plc's board of directors, which will decide on their salary and other financial benefits as well as the grounds that apply to result-based and share-based bonus schemes.

In share-based bonus schemes, the issuance of shares, options or special rights entitling to shares is based on a decision made by the general meeting or, where authorised by the general meeting, by the company's board of directors.

Any decisions regarding the remuneration of board members, the CEO or deputy CEO (if any) will be based on the Remuneration Policy presented to the general meeting.

Conflicts of interest

Robit Plc's Shareholders' Nomination Board submits proposals regarding the remuneration of board members to the general meeting. Robit Plc's general meeting decides on the remuneration of the board members.

The company's CEO and deputy CEO (if any) do not participate in the deliberation of any matters related to their remuneration or in any decision-making on these matters.

3. DETAILS OF THE BOARD OF DIRECTORS' REMUNERATION

Remuneration in terms of Robit Plc's board of directors may consist of one or several elements, such as of a monthly or annual monetary compensation, possible meeting fees and other fees resolved by the general meeting related to board of directors or its committee meetings. The general meeting may resolve or authorise the company's board of directors to resolve on the full or partial payment of remuneration in the form of shares in the company or of special rights that entitle to shares. In addition to meeting fees, the company will compensate the board members' moderate travelling costs.

4. DETAILS OF THE CEO'S REMUNERATION

a. Components of the CEO's remuneration, their proportional share of the remuneration and how adjustable components are determined

The CEO has concluded a written Managing Director Agreement pursuant to which the CEO's remuneration can be comprised of a fixed salary and fringe benefits combined with adjustable short-term and long-term bonus schemes and pension benefits. The CEO's fixed remuneration is paid in the form of a monthly basic salary, including fringe benefits. A part of the fixed salary can be paid in Robit Plc's shares in accordance with the authorisation granted by the general meeting to Robit Plc's board of directors. In addition, the CEO's remuneration includes the personnel benefits set out in the company's applicable personnel benefits policy (e.g. phone benefit and sports vouchers as well as travel, accident and health insurance).

The CEO's adjustable remuneration is comprised of short-term and long-term bonus schemes. The company's board of directors will decide on the CEO's adjustable remuneration.

The company's board of directors will set the goals of the adjustable short-term bonus scheme for each applicable accumulation period (typically a calendar year). These goals will be based on Robit Plc's financial and/or other operational goals, and they are intended to promote the company's business and financial success. Any bonuses paid based on the adjustable short-term bonus scheme will be paid to the CEO in cash after the applicable accumulation period has ended.

The purpose of the adjustable long-term bonus scheme is to incentivise the CEO to lead the company in a manner that ensures that the company achieves its strategically crucial goals. These goals will be based on Robit Plc's long-term strategic goals, and they are intended to promote the company's long-term financial success. Progress towards these goals and applicable benchmarks will be monitored regularly. The company's long-term bonus schemes can include both performance-related and incentivising share-based bonus schemes. Bonuses can be paid as shares, as a combination of shares and cash or entirely in cash. The company's board of directors will decide upon the performance criteria of each scheme and the goals set for each criterion at the beginning of each accumulation period. The accumulation and incentivisation periods generally span several years.

The maximum bonus that can be achieved through the short-term and long-term bonus schemes can exceed the CEO's fixed salary. In share-based bonus schemes, the amount of a bonus will be set at the beginning of each accumulation period. The amount of the bonus that will be paid out depends on whether the accumulation criteria are met. The amount of payable bonus will be adjusted in accordance with any fluctuations in the value of the company's shares.

b. Other key provisions that apply to the CEO's employment

Robit Plc's board of directors will decide on all other terms and conditions that apply to the CEO's employment. The CEO's notice period and their severance pay are set out in the written Managing Director's Agreement. Their guiding principles and amounts are subject to standard notice periods for CEOs. The parties have agreed on a non-compete clause that applies to the CEO in the Managing Director's Agreement.

c. Provisions regarding delayed payment of bonuses and the recovery thereof

Robit Plc's board of directors may decide on postponing the payment of the CEO's bonus or on the recovery thereof from the CEO in the event that the CEO's employment at Robit Plc has ended before the expiry of the applicable accumulation period or that of the following accumulation period that has been agreed upon in advance. In addition, the board of directors is entitled to reduce, cancel or recover already paid bonuses for an important reason if such a bonus has been granted based on significant malpractice that has occurred in financial reporting or in some other respect that affects bonuses.

5. REQUIREMENTS FOR TEMPORARY DEVIATIONS

Temporary deviations from the Remuneration Policy are possible if these are made in order to secure the long-term interests of the company. Such situations may take place in connection with the replacement of the CEO, significant corporate transactions and considerable changes in strategy that result from internal or external reasons. Deviations from the Remuneration Policy are also possible if regulatory amendments are made e.g. with respect to taxation.

In deviant circumstances, Robit Plc's board of directors will resolve on any other matters except for amendments regarding the board members' remuneration. Any deviations regarding the board members' remuneration will be decided by the general meeting. In connection with deviant circumstances, the board of directors will present the deviations and the grounds thereof to the next possible annual general meeting, and they will also be presented in the next remuneration report.

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.

Furthermore, Robit Plc can make other than material amendments to the Remuneration Policy without presenting the amended policy to the general meeting. Such allowed other than material amendments include e.g. technical amendments to the decision-making policy regarding the remuneration or to the terminology regarding the remuneration. Legislative amendments may also constitute grounds for making other than material amendments to the Remuneration Policy.