

**Sievi Capital Plc**  
**Governing bodies' remuneration report**  
**2020**



## Introduction

This remuneration report has been prepared in accordance with the remuneration reporting guidelines of the Finnish Corporate Governance Code 2020.

Starting from the financial period 2020, the principles of the remuneration of Sievi Capital's governing bodies, that is, the Board of Directors and the CEO, are defined in the Remuneration Policy that was first discussed in the Annual General Meeting on 29 April 2020.

The purpose of Sievi Capital's Remuneration Policy is to contribute to the company's business strategy and promote the company's long-term financial success. The key principles of the Remuneration Policy are that remuneration must be fair and competitive, enhance commitment and support the company's goals. Remuneration should also support the alignment of interests of the shareholders and the governing bodies.

The Annual General Meeting of 2020 approved the Remuneration Policy, which was followed in remuneration during the financial period 2020. There were no deviations from the Remuneration Policy during the financial period.

The table below shows the development of the remuneration of the Board of Directors and the CEO compared to the development of the average remuneration of the Group's employees and the financial development of the company in the previous five financial periods.

Average salaries, wages and fees, EUR 1,000	2016	2017	2018	2019	2020
Member of the Board of Directors <sup>(1)</sup>	14	15	21	25	28
CEO	288	348	367 <sup>(2)</sup>	219	220
Personnel <sup>(3)</sup>	131	205	138	120	138
Return on equity, %	17.7	27.2	22.5	17.7	12.7

*(1) Includes the Chair of the Board of Directors*

*(2) Does not include the CEO's severance payment*

*(3) The salaries, wages and fees for the financial period without amortised but unpaid cost of share schemes, minus fees paid to the Board of Directors, and then divided by the average number of personnel*

## Fees paid to the Board of Directors in 2020

Name	Position	Board fees, EUR
Tuomo Lähdesmäki	Chair of the Board of Directors	38,800
Asa-Matti Lyytinen	Member of the Board of Directors	25,400
Kati Kivimäki	Member of the Board of Directors	25,400
Taru Narvanmaa	Member of the Board of Directors	25,400
Klaus Renvall	Member of the Board of Directors	25,400

The members of Sievi Capital Plc's Board of Directors did not receive shares or share-based benefits as remuneration in the financial period 2020.

Asa-Matti Lyytinen also served on the Board of Directors of Indoor Group, one of Sievi Capital's target companies, in 2020. For this, he received the total cash remuneration of EUR 8,000 in 2020.

Sievi Capital has taken out TyEL employment pension insurance for the members of the Board of Directors and paid the TyEL contributions for the fees of the members of the Board of Directors. The employee's share of the TyEL contributions has been deducted from the fees. The TyEL contributions by individual paid by Sievi Capital in 2020 were: Tuomo Lähdesmäki EUR 3,305.20, Kati Kivimäki EUR 1,816.10 and Taru Narvanmaa EUR 2,197.10.

The travel expenses of the members of the Board of Directors were compensated in accordance with the company's Travel Policy.

## Salary and fees paid to the CEO in 2020

Name	Fixed salary component, EUR	Variable salary component, EUR	Total, EUR
Päivi Marttila	220,390	0	220,390

In 2020, Päivi Marttila served on the Boards of Directors of Sievi Capital's target companies Indoor Group, KH-Koneet Group, Suvanto Trucks, Nordic Rescue Group and Logistikas. For this, she received the total cash remuneration of EUR 32,900 in 2020.

Sievi Capital arranged a share issue for its personnel in 2020, with the aim of serving as incentive and enhancing the commitment of the personnel. The subscription price was EUR 1.06, which was based on the volume-weighted average price of the share in Nasdaq Helsinki Ltd in the period 1 February–1 March 2020, minus 10 per cent. CEO Päivi Marttila participated in the share issue by subscribing for 104,128 shares.