

# Remuneration Policy for Governing Bodies

**GOFORE**

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## 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 possibly appointed deputy CEO, if necessary, as applicable when the deputy CEO acts as the interim CEO.

The purpose of this Remuneration Policy is to support the Company's strategic goals and promote its competitiveness 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.

Remuneration is connected to the Company's both short-term and long-term growth and profitability through which it will promote the Company's business strategy and long-term financial success. In terms of remuneration of the personnel (including without limitation share-based remuneration), the Company complies with the following material principles that support the execution of the Company's business strategy:

- Remuneration is, overall, proven to be competitive
- Remuneration attracts and commits to the Company
- Remuneration is equal, fair and easily understandable
- Remuneration is encouraging and directs to achieving strategic business goals and rewards for the ability to take responsibility for the long-term success of the business, for building a better atmosphere at work and for providing a higher standard of service to Gofore's current and future customers
- Total level of remuneration is based on the requirement level of the respective tasks
- Remuneration supports alignment of interests of the shareholders, customers and personnel

Same principles will be primarily applied to the remuneration of the Bodies.

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. The Board of Directors has adopted this policy, and it will be presented to the Company's annual general meeting in 2024. This Remuneration Policy will remain in force until the annual general meeting of 2028, unless it is replaced by an amended version earlier. The earlier remuneration policy was adopted at Gofore's annual general meeting on 8 April 2020. A report on the remuneration will be annually presented in the Company's annual general meeting.

This Remuneration Policy is drafted in accordance with the provisions of all applicable laws and the Finnish Corporate Governance Code 2020 of the Finnish Securities Market Association ("**Corporate Governance Code**"). Material amendments made to this Remuneration Policy concern especially the CEO's remuneration, which has, among other things, been made more specific with respect to the adjustable salary components and added with a recommendation concerning share ownership. The description of the remuneration of the Board of Directors has likewise been supplemented, and the requirements for temporary deviation have been made more specific. The amendments are intended to highlight the connection between the remuneration principles and the Company's business strategy. Shareholders have not submitted any comments at the general meetings in connection with the handling of the remuneration policy or the remuneration reports.

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 or service relationship and that comply with the Company's general principles for employment or service relationship. Remuneration related to the employment or service relationship of these Board Members is based on separate employment or service relationship 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 or service relationship 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 as 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 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 resolve on whether it is in favour of adopting the proposed Remuneration Policy. The resolution is advisory. 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.

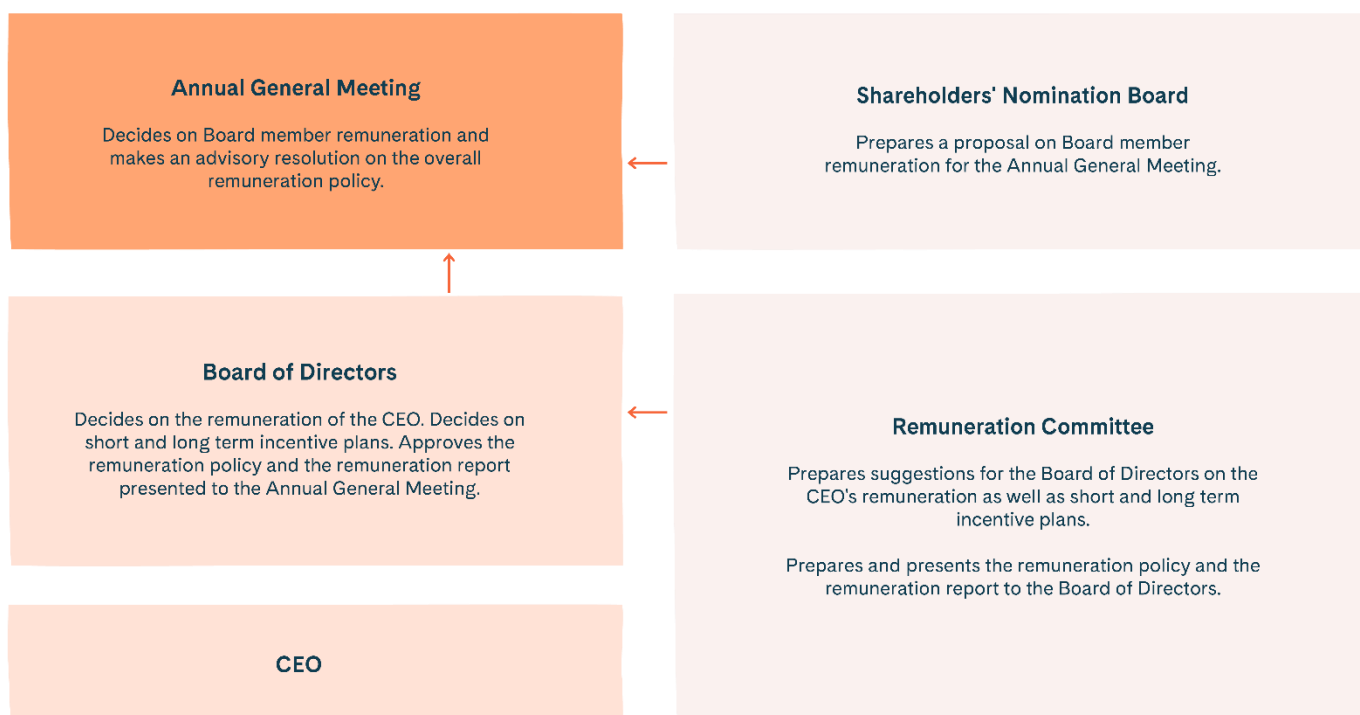
All conflicts of interest have been taken into consideration in terms of remuneration. The conflict of interest situations will be prevented so that the person being remunerated cannot attend the decision-making process.

## 2.2 Bodies' remuneration

The Shareholders' Nomination Board is responsible for 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 Shareholders' Nomination Board. 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 aligned 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 general meeting's resolution or the authorisation that the general meeting has granted to the Board of Directors.



### **3 DESCRIPTION OF THE BOARD OF DIRECTORS' REMUNERATION**

In principal, the general meeting will decide on the remuneration of the Board Members based on the proposal given by the Shareholders' Nomination Board.

The remuneration of the Board of Directors can consist of one or several elements. In practice, the remuneration of the Board of Director's consists of a fixed monthly or annual 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 also be paid a regular salary 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 in shares, partially or in full. If remuneration is paid in shares, the general meeting may decide on any restrictions or recommendations concerning transfer of the shares.

### **4 DESCRIPTION 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.

If the CEO is prevented from discharging their duties, a deputy will take up the duties of an interim CEO and the Board of Directors may decide to remunerate the interim CEO for these duties in the same way as the CEO as described herein.

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

The CEO's remuneration is primarily comprised of a fixed salary and, subject to annual decision of the Board of Directors, short-term incentive scheme. In addition, the CEO may be entitled to the Company's long-term incentive schemes. Additionally, 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. The CEO's professional competence and responsibilities as well as the general salary level in similar positions will be taken into consideration when determining the CEO's fixed salary.

The CEO's possible short-term or long-term incentive is, as a starting point, 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 short-term and long-term incentives 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.

Any payments paid to the CEO on the basis of the short-term and/or long-term incentive scheme can be paid in cash and/or in shares, partially or in full.

Pursuant to the decision of the Board of Directors, the Company may decide not to pay the short-term and/or long-term incentive either partially or in full, if this is considered necessary.

The main components of the CEO's remuneration are presented in the table below:

Remuneration component	Purpose and link to strategy	Description and principles
Fixed base salary	The purpose is to provide a competitive fixed fixed salary that enables the recruitment and engagement of a high-skilled, experienced and competent CEO.	<p>The Board of Directors defines the CEO's fixed base salary as gross salary. When defining the fixed salary, the CEO's professional skills, responsibilities and general salary level for similar positions are taken into account.</p> <p>The base salary is revised annually as part of the evaluation of the CEO's overall remuneration.</p>
Short-term incentive	The purpose is to encourage and reward the CEO for her or his performance within a year or for another period determined by the Board of Directors, based on the annually set earning criteria and metrics that support the group's business strategy and sustainable and profitable growth.	<p>The short-term incentive is based on the Company's short-term incentive scheme, the programs under which the Board of Directors approves annually.</p> <p>The Board of Directors sets the earning criteria and metrics for the CEO's short-term incentive scheme, their weights and target levels annually to ensure that they are relevant to the CEO's task and support the Group's business strategy and sustainable and profitable growth.</p> <p>The annual maximum amount of the short-term incentive scheme is limited to 150% of the annual fixed base salary.</p> <p>The earning period of the short-term incentive is a maximum of one year, unless the Board of Directors specifies otherwise in the terms of the respective incentive program.</p> <p>If the short-term incentive is paid in the Company's shares, the Board of Directors can decide on possible share transfer restrictions or recommendations.</p>
Long-term incentive	The purpose is to encourage and commit the CEO to the Company and to offer the CEO a competitive long-term incentive, which can be cash and/or share-based, based on annually decided incentive schemes, the purpose of which is to unify the interests of shareholders and the CEO to develop the Company's value in the long term in accordance with the Company's strategy and long-term goals.	<p>The long-term incentive is based on the Company's long-term incentive bonus scheme, the programs under which are approved by the Board of Directors annually.</p> <p>The Board of Directors decides on the program-specific earning criteria, structure, metrics and target levels in long-term incentive schemes in which the CEO is entitled to participate. Long-term incentive schemes can include one or more structures, such as a performance-based share bonus program or a structure where the CEO must make her or his own investment in the Company's shares or other structures.</p>

		<p>The Board of Directors sets the long-term incentive schemes' earning criteria and metrics, their emphasis and target levels to ensure that they combine the interests of the shareholders and the CEO to develop the Company's value in the long term in accordance with the Company's strategy and long-term goals.</p> <p>The annual maximum amount of the long-term incentive is limited to 150% of the annual fixed base salary.</p> <p>The earning period of the long-term incentive is at least three years, unless the Board of Directors specifies otherwise in the terms of the respective incentive program.</p> <p>If the long-term incentive is paid in the Company's shares, the Board of Directors can decide on possible restrictions or recommendations on the transfer of shares.</p>
CrewShare – employee share savings program	<p>The purpose is to offer the CEO the opportunity to participate in the personnel's CrewShare share savings program, the purpose of which is to motivate personnel to invest in the Company's shares and become shareholders, and to combine the goals and commitment of the shareholders, personnel and management to the development of the Company's value and to increase owner-value in the long term.</p>	<p>The Board of Directors annually decides the terms of the employee share savings program (so-called CrewShare). Participation is voluntary. In the program, participants are offered the opportunity to save a portion of their salary and use the accumulated savings to purchase the Company's shares at a 10 percent discount in accordance with the regulations in force at any given time.</p> <p>After a two-year share ownership period, Gofore gives the persons who participated in the program one additional share as a gross bonus for every three shares acquired with savings, unless the Board of Directors specifies otherwise in the terms and conditions of the program. In addition, the Board of Directors can decide in the terms of the program to enable additional performance-based share awards to be added to the program, based on the metrics set by the Board of Directors and their weightings and target levels.</p> <p>The CEO is also entitled to participate in the CrewShare program.</p>
Pension	<p>The purpose is to offer a competitive and market-compliant pension arrangement that enables the CEO to be rewarded for long-term performance.</p>	<p>The Board of Directors can decide to offer the CEO a competitive contribution-based supplementary pension arrangement in accordance with local market practice or other similar financial conditions. The CEO can retire at the retirement age determined by the Board of Directors according to local market practice.</p>

Other financial benefits	The purpose is to offer, in addition to cash and share-based remuneration, competitive benefits in accordance with local market practice for the position in question.	<p>The CEO is entitled to benefits according to the Company's current practice and local market practices. These benefits can include, for example, car, mobile phone, additional insurance and housing benefits.</p> <p>A car and housing benefit as well as other benefits can form part of the CEO's fixed monthly salary, or they can be paid in addition to the fixed monthly salary in accordance with the Company's valid policy.</p>
Shareholding recommendation	The purpose is to promote share ownership in order to align the interests of the CEO with those of the shareholders.	The Board of Directors recommends that the CEO maintains a share ownership of the Company shares corresponding to a minimum of one-year gross base salary.

#### 4.3 Key provisions that apply to the CEO's service relationship

The managing director agreement sets out in writing the key provisions that apply to the CEO's employment, such as the notice period, possible severance pay and right to supplementary pension, as well as a non-compete and non-solicitation clause. The provisions are agreed so that they correspond to the valid market practice and the Company's situation at the time of signing the agreement. The Board of Directors decides on the approval of the managing director agreement.

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

The terms and conditions of the short-term and long-term incentive schemes may entitle the Board of Directors to postpone the payment of the incentive in certain situations. In such a case, the Company postpones the payment of adjustable bonuses in accordance with applicable regulations and the Company's valid policy. The amount of the bonus to be paid after the postponement depends on the Company's financial development during the postponement period as assessed by the Board of Directors. It is possible that the amount thereof will even be zero.

The terms and conditions of the short-term and long-term incentive schemes may also entitle the Board of Directors, in certain situations, to cancel or recover incentives already paid.

The Company also always has the right to recover the already paid incentive if, after payment, it appears that the person who received the incentive has by her or his actions jeopardized the Company's financial position, violated regulations concerning the Company, acted contrary to the Company's operating principles and procedures, or by negligence contributed to such a procedure.

When the CEO's employment ends, they will, as a rule, lose such remunerations under short- and long-term incentive schemes, including remunerations related to the CrewShare employee share savings plan, that the CEO has not received by the date on which the notice of the termination of the CEO's employment is given. By way of derogation from the above, the Board of Directors may decide that the CEO may keep such remunerations or a part thereof. Short- and long-term incentive schemes may have special conditions on the payment of remuneration upon termination of the employment in the event of, among other things, permanent disability, death, retirement or, for example, corporate transactions.

## 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
- Appointment of the deputy CEO as an interim CEO
- Considerable change in the Company's structure, organisation or ownership, such as corporate transaction, merger or demerger, public takeover, or transfer of material part of the Company's business
- Considerable change in the Company's strategy that results from an internal or external factor
- Amendments to taxation or other legislation
- Other weighty and justified reason to adjust the remuneration of the CEO

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.