

## **REPORT OF THE SHAREHOLDERS' NOMINATION BOARD 2017**

### **SHAREHOLDERS' NOMINATION BOARD**

Aspo Annual Shareholder' Meeting 2016 decided to establish a permanent Shareholders' Nomination Board to prepare proposals to the Annual Shareholders' Meeting for the election and remuneration of the members of the Board of Directors and the remuneration of the Board committees. In addition, the Meeting adopted the Charter of the Shareholders' Nomination Board.

The Nomination Board comprises representatives of the four largest shareholders of the company and, in addition, the Chairman of the company's Board as an expert member. The right to nominate the shareholder representatives lies with those four shareholders whose share of all the voting rights in the company is the largest on August 31 of the calendar year preceding the Annual Shareholders' Meeting.

### **MEMBERS OF THE NOMINATION BOARD**

The Shareholders' Nomination Board consists of the representatives of the four largest shareholders. According to the list of shareholders as of August 31, 2016, the following representatives of the largest shareholders were members of the Nomination Board which prepared proposals for the Annual Shareholders' Meeting 2017: Tatu Vehmas, Chairman (Vehmas family); Veronica Timgren (Nyberg family, including Oy Havsudden Ab); Reima Rytsölä (Varma Mutual Pension Insurance Company); and Mikko Mursula (Ilmarinen Mutual Pension Insurance Company). In addition, Gustav Nyberg, Chairman of Aspo Board of Directors, has acted as an expert member of the Nomination Board.

### **NOMINATION BOARD ACTIONS**

The Nomination Board held three meetings in 2016. The meeting participation rate was 100%. The Nomination Board held discussions on the members of the Board of Directors, remuneration, and the factors relating to their assessment, in accordance with Aspo Plc's governing principles. The Nomination Board used, as its principal material, an external Board Rewarding Report from 2016 and an Aspo Oyj self-assessment on the work of the Board of Directors.

### **ASPO NOMINATION BOARD PROPOSAL REGARDING THE MEMBERS OF THE BOARD OF DIRECTORS AND THEIR REMUNERATION**

Aspo Oyj's Shareholders' Nomination Board has delivered its proposal to the Aspo Plc Board of Directors on December 31, 2016 for the Annual Shareholders' Meeting.

#### **Members of the Board**

The Nomination Board proposes that Mammu Kaario, Mikael Laine, Roberto Lencioni, Gustav Nyberg, Salla Pöyry and Risto Salo, current members of the company's Board of Directors, be re-elected as members of the Board of Directors for the term closing at the end of the Annual Shareholders' Meeting 2018.

## **Remuneration paid to the members of the Board**

The Nomination Board proposes that members of the Board of Directors receive the following monthly remuneration:

- EUR 2,700 per month for members of the Board of Directors (EUR 2,400 per month in 2016)
- 1.5 × the remuneration paid to ordinary members, i.e. EUR 4,050 per month, for the Vice Chairman (EUR 3,600 per month in 2016)
- 2 × the remuneration paid to ordinary members, i.e. EUR 5,400 per month, for the Chairman (EUR 15,500 per month for the full-time Chairman in 2016)

The Nomination Board proposes that the meeting fees paid to members of the Audit Committee remain unchanged, i.e. EUR 700 per meeting. However, the Nomination Board proposes that 1.5 × the meeting fee paid to members of the Audit Committee be paid to the Chairman of the Audit Committee, i.e. EUR 1,050 per meeting (EUR 700 per meeting in 2016). If the Chairman of the Audit Committee is also the Vice Chairman or the Chairman of the Board of Directors, the Nomination Board proposes that the fee paid to the Chairman of the Audit Committee is the same as that paid to members of the Audit Committee. Board members having a full-time position in an Aspo Group company are not paid a fee.