

# CORPORATE GOVERNANCE STATEMENT 2017

Kamux Corporation's ("the company" or "Kamux") corporate governance complies with the Finnish Limited Liability Companies Act, regulations concerning listed companies, the company's Articles of Association, and rules and regulations of Nasdaq Helsinki Ltd. The company also adheres to the Finnish Corporate Governance Code 2015 issued by the Finnish Securities Market Association. An unofficial English translation of the Finnish Corporate Governance Code is available on the Security Market Association's website at <http://cgfinland.fi/>.

The Corporate Governance Statement is issued as a separate statement from the report of the Board of Directors. The report will not be updated during the accounting period, but the relevant information related to the subjects it contains as well as other necessary and up-to-date investor information is available in the investor section of the company's website at [www.kamux.com](http://www.kamux.com).

## THE GOVERNING BODIES OF KAMUX

The governing bodies of Kamux are its General Meeting of shareholders, the Board of Directors and the CEO. The highest decision-making power in Kamux is exercised by the company's shareholders at the General Meeting. The Board of Directors and the CEO are responsible for the management of the company. The Management Team assists the CEO in operative management of the company and the group.

## GENERAL MEETING

The General Meeting of shareholders is the highest decision-making body of Kamux. The Annual General Meeting shall be held once a year by the end of June. It decides on matters in its authority, stipulated in the company's Articles of Association and on proposals made to the Board. The Annual General Meeting normally takes place in March-April.

An Extraordinary General Meeting can be convened if needed. The Board of Directors is required to organize an extraordinary meeting if requested in writing by a company auditor or shareholders holding a minimum of 10 percent of the company's

shares in total for the purpose of discussing a specific issue.

The duties of the General Meeting are defined in Kamux's Articles of Association and include:

- > Decisions on changes to the Articles of Association;
- > Adoption of financial statements;
- > Use of the profit shown on the balance sheet;
- > Discharging the members of the Board of Directors and the CEO from liability;
- > Decision on the number of members of the Board of Directors;
- > Election of the Board of Directors and the decision on their remuneration; and
- > Election of the auditor and the decision on his/her compensation.

The notice convening the General Meeting must be delivered to the shareholders by publishing the notice on the company's website or by a newspaper announcement which is published in one or several widely circulated daily newspapers chosen by the Board of Directors, no earlier than three months and no later than three weeks before the meeting, and in any case at least nine days before the record

date of the General Meeting of shareholders. The notice of the General Meeting and the Board's proposals for the meeting are also published as a stock exchange release. The notice of the meeting, the documents to be presented at the General Meeting and the proposals for the decisions of the Board of Directors or other decision-making bodies will also be available on the company's website no later than 21 days before the General Meeting.

## BOARD OF DIRECTORS

The Board of Directors is responsible for the governance of the company and the appropriate organization of its operations. The Board of Directors has not appointed any committees. The Board of Directors can decide on establishing an Audit Committee and a Nomination and Remuneration Committee as well as other permanent committees.

Under Kamux's Articles of Association, the Board of Directors must comprise a minimum of four and a maximum of eight members, who will be elected at the General Meeting. The term of all Board members expires at the end of the Annual General Meeting following their election.

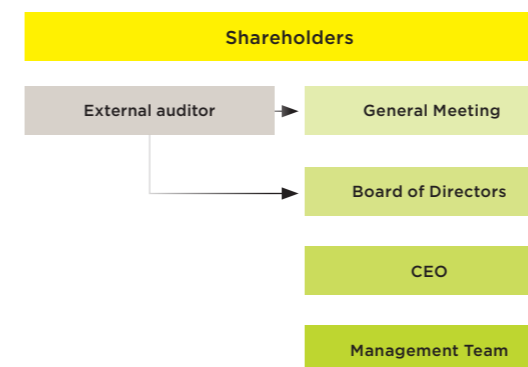
## THE BOARD OF DIRECTORS IN 2017

During January 1-March 10, 2017 members of the Board of Directors of Kamux were Matti Virtanen (chairperson), Inka Mero, David Nuutinen, Jokke Paananen and Vesa Uotila.

In the Extraordinary General Meeting on March 10, 2017 Reija Laaksonen was elected as a new member to the Board of Directors. The company's shareholders decided unanimously on March 27, 2017 to elect Harri Sivula as a member of the Board, subject to the company's initial public offering. Sivula's board membership began on May 12, 2017.

In the Annual General Meeting on April 12, 2017, Matti Virtanen, Reija Laaksonen, David Nuutinen, Jokke Paananen, Harri Sivula and Vesa Uotila were elected as members of the Board. Annual General Meeting elected Matti Virtanen as chairperson of the Board.

## KAMUX'S GOVERNANCE STRUCTURE



MEMBERS OF KAMUX'S BOARD OF DIRECTORS ON DECEMBER 31, 2017



**MATTI VIRTANEN**

b. 1958, M.Sc. (Tech.), Finnish national Chairperson of the Board of Directors 2016-, Board member 2016-

- Key work experience:**
- CEO and Managing Partner of Virtanen Consulting GmbH 2003-
  - Group CEO of Norpe Oy 2010-2016
  - CEO of Perlos Oy 2006-2008
  - Vice President of Solectron Corporation and the President of Solectron EMEA 2004-2005
  - Vice President of Hewlett Packard & Compaq Computer 1990-2003
  - Executive positions at Nokia 1984-1990

- Positions of trust:**
- Chairperson of the Board of Akaasia Invest AG 2010-
  - Chairperson of the Board of Akaasia Oy 1993-
  - Member of the Board of Sponstore Oy 2015-
  - Chairperson of the Board of HopLop Holding Oy 2018-



**REIJA LAAKSONEN**

b. 1973, M.Sc. (Econ.), Finnish national Member of the Board of Directors 2017-

- Key work experience:**
- Head of Digital at Fazer Confectionery 2015-
  - Head of Marketing at Fazer Confectionery 2014-2015
  - Vice President of Brand Management, Marketing and Media at Fazer 2013-2014
  - Director of Media Design at Fazer 2012-2013
  - Media Director at Unilever Nordic in Stockholm 2009-2012
  - Various positions at Unilever Nordic and Unilever Finland Oy 2000-2009

- Positions of trust:**
- Member of the Board of Media Audit Finland Oy 2013-2015
  - Member of Advertisers association 2009- and Chairman of the sourcing committee of Advertisers association 2017-
  - Vice Chairperson, Member of the Board of Directors of Marketing Executives Group 2018-



**DAVID NUUTINEN**

b. 1959, M.Sc. (Econ.), Finnish national Member of the Board of Directors 2012-, Chairperson of the Board of Directors 2012-2016

- Key work experience:**
- CEO of DN Advisory Oy 2017-
  - CEO of Cloetta AB (publ.) 2015-2016
  - CEO of Cloetta Suomi Oy 2013-2015
  - CEO of Leaf Suomi Oy 2005-2013
  - Commercial Director of Leaf Suomi Oy 2003-2005
  - Consultant of PepsiCo Beverages International 2003 and Franchise Director 2000-2002
  - Operations Director of McDonald's Finland 1996-2000
  - Various positions at Vaasa Mills Ltd/Cultor Group Finland 1986-1996

- Positions of trust:**
- Member of the Board of EasySoda Oy 2017-
  - Member of the Board of Splizzzeria Oy 2014-2015
  - Member of the Board of DNA 2010-2012
  - Chairperson of the Board of Chocolate, Sugar, Confectionery and Biscuit Industries Association of the Finnish Food and Drink Industries Federation 2005-2012
  - Member of the Board of Turun Vapaavarasto Oy 2005-2012
  - Member of commercial practise action group of the Finnish Association of Advertisers 2005-2009
  - Member of the Board of Upo-kodinkoneet Oy 1998-2000



**JOKKE PAANANEN**

b. 1972, M.Sc. (Econ.), Finnish national Member of the Board of Directors 2011-

- Key work experience:**
- Founding partner and CEO of Intera Partners Oy 2013-
  - Investment Director of CVC Capital Partners 2005-2007, before that Assistant Director of Industri Kapital

- Positions of trust:**
- Member of the Board of Intera Partners Oy 2007-
  - Chairperson of the Board of RGE Holding Oy, Intera's holding company, 2014-2015 and member of the Board 2015-
  - Member of the Board of Evidensia Eläinlääkäripalvelut Oy (formerly Animagi Oy) 2013-2015
  - Member of the Board of Normek Group Oy 2008-2017
  - Member of the Board of Consti Corporation 2008-2009



**VESA UOTILA**

b. 1982, M.Sc. (Econ.), Finnish national Member of the Board of Directors 2016-, deputy member of the Board of Directors 2011-2016

- Key work experience:**
- Shareholder of Intera Partners Oy 2015- and investment professional 2010-
  - Business management consultant at McKinsey & Company, Inc. 2008-2010

- Positions of trust:**
- Member of the Board of Normek Group Oy 2017-
  - Member of the Board of Normek Kiinteistöt Oy 2016-
  - Member of the Board of KE Holding Oy 2014-
  - Chairperson of the Board and CEO of Paulatum Oy 2010-
  - Deputy member of the Board of Kreate Oy 2014
  - Deputy member of the Board of Delete Group Oy 2012-2013
  - Member of the Board of PHX Invest Oy 2006-2008
  - Auditor for Studentwork Sharper Oy 2006-2008



**HARRI SIVULA**

b. 1962, M.Sc. (Admin.), Finnish national Member of the Board of Directors 2017-

- Key work experience:**
- CEO of GS1 Finland Oy 2015-2017
  - CEO of Restel Oy 2011-2014 and Executive Vice President of Restel Oy 2010
  - CEO of Onninen Oy 2006-2010
  - Various management positions at Kesko Corporation 1987-2006

- Positions of trust:**
- Member of the Board of TyöHelo AB 2017-
  - Chairperson of the Board of MyOpt Consulting Oy 2017-
  - Member of the Board of GS1 Finland Oy 2016-
  - Member of the Board of Maku Foods Oy 2016-
  - Member of the Board of Dieta Group Oy 2016- and 2014-
  - Chairman of the Board of Tokmanni Group Plc 2012-
  - Member of the Board of Atria Plc 2009-

**INDEPENDENCE OF THE BOARD OF DIRECTORS**

According to the Corporate Governance Code, a majority of the Board members shall be independent of the company, with at least two of these members also being independent of the key shareholders of the company. The Board of Directors shall assess annually the independence of its members in relation to the company and its significant shareholders.

In 2017, members of Kamux's Board of Directors were assessed to be independent of the company in accordance with the Finnish Corporate Governance Code for listed companies, except for Matti Virtanen and David Nuutinen, and independent from shareholders, except for Jokke Paananen and Vesa Uotila. Matti Virtanen holds a consultancy agreement with Kamux through his company Virtanen Consulting GmbH. David Nuutinen held a consultancy agreement through his company DN Advisory Oy until September 30, 2017. Jokke Paananen and Vesa Uotila are partners of Intera Partners Oy.

**RULES OF PROCEDURE OF THE BOARD OF DIRECTORS**

The main duties of the Board of Directors and its Chairperson are defined in the written Rules of Procedure drafted by the Board. In accordance with the Rules of Procedure and the Finnish Limited Liability Companies Act, the duties of the Board of Directors include among others:

- Preparing the Board of Directors' reports, financial statements and interim reports;
- Ensuring the appropriate arrangement and control of accounts and finances;
- Preparing proposals to be addressed in a General Meeting and convening a General Meeting;
- Approving and adopting strategic guidelines and risk management principles;
- Adopting annual budgets and action plans;
- Appointing the CEO and deciding on the terms of his or her service;
- Deciding on the company structure;
- Deciding on major acquisitions and investments; and

- Deciding on other statutory matters that fall within the purview of the Board.

The Board of Directors conducts an annual self-evaluation of its operations and working methods. The self-evaluation was carried out in 2017 as well.

The Board of Directors convenes regularly ten times a year and arranges additional meetings if needed. The Board of Directors convenes for a strategy meeting at least once a year to approve the Company's long-term strategic goals, amongst other things. The members of the Management Team who regularly attend Board meetings include the CEO and CFO, who are not Board members.

The Board of Directors constitutes a quorum when more than one-half of its members are present. The decisions of the Board require a simple majority. In case of a tie vote, the decision will be based on the opinion with which the Chairpersons of the meeting concurs.

In 2017, the Board of Directors convened 20 times in total, with an average attendance rate of 97.4 percent at the meetings. The members attended the meetings as follows: Matti Virtanen (20/20), Reija Laaksonen (16/16, on the Board starting March 10, 2017), Inka Mero (9/10, on the Board until April 12, 2017), David Nuutinen (20/20), Jokke Paananen (19/20), Harri Sivula (7/8, on the Board starting May 12, 2017) and Vesa Uotila (20/20).

**DIVERSITY OF THE BOARD**

Kamux's Board of Directors has adopted a diversity policy. Kamux's diversity policy promotes balanced gender diversity when electing Board members and includes Board members having skills and experience in different business areas (including international business, sales and marketing) that complement each other and support important Kamux functions. The diversity of the Board of Directors is supported by the diverse professional and educational background of members as well as consideration for the age distribution.

A person elected as a member of the Kamux Corporation's Board of Directors must have qualifications required for the task and skills fitting the

competence profile of Kamux's Board of Directors, as well as adequate availability for carrying out their duties. When electing Board members, the goal is to ensure that the Board of Directors as a whole supports the development of Kamux Corporation's current and future business.

In 2017, Kamux's Board of Directors consisted of both genders in accordance with the diversity policy. During 2017 in the selection of new Board members was paid attention, that the representation of both genders was maintained. Reija Laaksonen was elected to the Board in 2017. Her membership strengthens especially the marketing and digitalization competence of the Board. In connection to the initial public offering, Harri Sivula was elected as a member of the Board. His membership significantly strengthens the knowhow of listed company operations as well as retail business knowledge. Sivula has experience both from the operative management of a listed company and from operations of the Board.

The financial benefits of the Board members have been reported in the separate Kamux Remuneration Report.

**KAMUX CORPORATION'S BOARD OF DIRECTORS' HOLDINGS IN THE COMPANY:**

| Member          | Shares December 31, 2017 |
|-----------------|--------------------------|
| Matti Virtanen  | 135,610                  |
| Reija Laaksonen | 4,348                    |
| David Nuutinen  | 22,400                   |
| Jokke Paananen  | -                        |
| Harri Sivula    | 35,000                   |
| Vesa Uotila     | -                        |

**CEO**

The CEO's task is to manage Kamux's operations in accordance with the rules and instructions given by the Board of Directors as well as to report to the Board of Directors on the development of Kamux's business and financial situation.

The CEO appointed by Kamux's Board of Directors is responsible for the operative management of Kamux. The CEO's duties include preparing matters to be decided by the Board of Directors, developing Kamux's operations together with the Board of Directors in accordance with the set objectives and ensuring the appropriate implementation of the decisions of the Board of Directors. The CEO is also responsible for the organization of Kamux's day-to-day governance and he oversees that the company's financial matters are organized in a reliable manner. The CEO also ensures that Kamux complies with the existing laws and applicable regulations. The CEO chairs the meetings of Kamux's Management Team.

The Board of Directors appoints the CEO and decides on the remuneration and other terms and conditions of the position of CEO. The terms and conditions of the position of the CEO are defined in a written CEO contract approved by the Board of Directors. The CEO is appointed for the post until further notice. The financial benefits of the CEO are reported in the separate Remuneration Report of Kamux Corporation. The Board of Directors has the right to dismiss the CEO. The CEO cannot be elected as Chairperson of the Board of Directors.

Juha Kalliokoski serves as the CEO of Kamux Corporation, appointed by Kamux's Board of Directors.

## MEMBERS OF THE MANAGEMENT TEAM DECEMBER 31, 2017

The Management Team supports the CEO in implementing the company's strategy. The role of the Management Team is to manage Kamux's business operations as a whole. The members of Kamux's Management Team have specific authority in their individual areas of responsibility, and their duty is to develop Kamux's operations in line with the targets set by the Board of Directors and the CEO of the company. The Management Team convenes regularly each month or when necessary.



### JUHA KALLIOKOSKI

**CEO**  
b. 1970, police officer and trade technician, Finnish national

- Key work experience:**
- Kamux's CEO and member of the Management Team 2001-
  - Local Director of Forssan Laatuauto 2000-2003
  - Sales Manager and Partner of Skapat Oy 1999-2000
  - Car Salesman and Sales Manager of Oy Autokuvio Ab 1994-1999
  - Representative of Edustusliike Juha Kalliokoski representative business and entrepreneur 1990-1991
- Positions of trust:**
- Member of the Board of Stofix Oy 2014-
  - Member of the Board of Silmäasema Fennica Oy 2014-2017



### OLLI KILPI

**Director of International Business**  
b. 1966, M.Sc. (Econ.), Finnish national

- Key work experience:**
- Kamux's Director of International Business and member of the Management Team 2017-
  - CEO of Svenska McDonald's AB 2014-2016
  - CEO of McDonald's Norge AS 2009-2013
  - Marketing Director of Svenska McDonald's AB 2007-2009
  - Director of Marketing and Communications at McDonald's Oy 2004-2007
  - Nordic Marketing Director of Henkel Norden Laundry & Homecare Division 1998-2004
  - Various positions at Procter & Gamble 1993-1998



### JUSSI MÄKINEN

**Country Director, Finland**  
b. 1977, M.Educ., Finnish national

- Key work experience:**
- Kamux's Finnish Country Director 2015-, member of the Management Team 2010-
  - Kamux Suomi Area Manager 2013-2015
  - Kamux Suomi Sales Director 2010-2013
  - Autotalo Laakkonen Oy Director 2008-2010
  - Sales Manager of Oy Autokuvio Ab 2005-2008
  - Sales Manager of Forssan Laatuauto 2003-2005
  - Primary school teacher in the municipality of Renko 2002-2003



### TERO TÖRMÄNEN

**Purchasing Director**  
b. 1974, Vocational Qualification in Business and Administration, Executive Development Program for Automotive Industry, Finnish national

- Key work experience:**
- Kamux's Purchasing Director and member of the Management Team 2017-
  - Sales Director of LänsiAuto 2016-2017
  - Helsinki Area Region Manager of LänsiAuto 2014-2016
  - Espoo Branch Manager of LänsiAuto 2009-2014
  - Sales Manager of trade-in cars at AutoJalonen/LänsiAuto, Espoo 2004-2009
  - Salesperson of trade-in cars at AutoJalonen/LänsiAuto, Espoo 1997-2004
  - Employee at Törmänen Auto 1989-1997



### TAPIO ARIMO

**CFO**  
b. 1972, M.Sc. (Econ.), MBA, Harvard Business School Program for Leadership Development, Finnish national

- Key work experience:**
- Kamux's CFO and member of the Management Team 2015-
  - Director of channel operations in the Microsoft Mobile Sales Operations Department of Microsoft Corporation 2014-2015
  - Finance Director in the Smart Devices unit of Microsoft Corporation/Nokia Corporation 2012-2014
  - Finance Director in different units of Nokia Corporation 2005-2011
  - Nokia Corporation Mobile Phones, Entry Business Line Business Controller 2004-2005
  - Manager, Mergers and Acquisitions at Nokia Corporation 2000-2004
  - Analyst at Goldman Sachs International Investment Banking Division 1997-2000

- Positions of trust:**
- Member of the Board of Blueberry Capital Oy 2015-



### TOMMI IISKONMÄKI

**HR Director**  
b. 1977, Officer from the Finnish National Defence University, Finnish national

- Key work experience:**
- Kamux's HR Director and member of the Management Team 2015-,
  - Director of Human Resources of CHS Group and Managing Director of Tempro Oy 2011-2015
  - Assistant Chief of Department of the Army Academy of the Finnish Defence Forces 2010-2011
  - Watchkeeper of the European Union Forces in Chad/CAR 2008-2009
  - Cadet Course Director of the Army Academy of the Finnish Defence Forces 2008-2010
  - Section Leader of the Army Academy of the Finnish Defence Forces 2003-2008
  - Instructor officer at the Reserve Officer School of the Finnish Defence Forces 2001-2003
  - Entrepreneur 1995-1997



### SATU HEIKKILÄ

**Director of Marketing and Communications**  
b. 1967, M.A., Finnish national

- Key work experience:**
- Kamux's Director of Marketing and Communications and member of the Management Team 2015-
  - Marketing Director of Suomen Terveystalo Oy 2009-2011
  - Marketing Director of Fonecta Oy 2007-2009
  - Marketing Manager of ISS Palvelut Oy 2003-2007
  - Communications Consultant at Viestintä Oy Preamio 2002-2003
  - Account Director and copywriter/journalist at OnePartner Oy advertising agency 2000-2002
  - Training Manager and Deputy Head of Department at Adulta Oy 1992-2000

- Positions of trust:**
- Member of the Supervisory Board at Ilkka-Yhtymä Corporation 2010-
  - Member of the Board of Teollisuuden Vesi Oy 2016-

## KAMUX CORPORATION'S MANAGEMENT TEAM'S HOLDINGS IN THE COMPANY:

| Member                    | Shares December 31, 2017 |
|---------------------------|--------------------------|
| Juha Kalliokoski          | 5,635,500                |
| Tapio Arimo <sup>1)</sup> | 276,038                  |
| Satu Heikkilä             | 37,501                   |
| Tommi Iiskonmäki          | 37,947                   |
| Olli Kilpi                | 26,100                   |
| Jussi Mäkinen             | 1,365,000                |
| Tero Törmänen             | 52,174                   |

<sup>1)</sup> The shares are owned by investment company Blueberry Capital Oy, which is under Tapio Arimo's authority

**MAIN PRINCIPLES OF RISK MANAGEMENT**

The aim of risk management is to ensure the keeping of customer promises, profit development, the ability to pay dividends, shareholder value, responsible operating practices and the continuity of business. Kamux has harmonized and efficient methods to identify, assess and manage risks and their consequences.

Kamux complies with the internal control and risk management principles approved by the company's Board of Directors.

Risk management is a systematic activity, the purpose of which is to guarantee comprehensive and appropriate identification, assessment, management and monitoring of risks. It is an essential part of Kamux's planning and management process, decision-making, daily leadership, operations, and supervision and reporting procedures. Risks are assessed and managed in a business-oriented fashion and comprehensively. This means that the key risks are identified, assessed, managed, monitored and reported on systematically as part of business.

The Group's CEO and other members of the Management Team are each responsible for their own areas. The Management Team regularly reports to the Board of Directors about risks and management measures. The Board of Directors processes the most significant risks and measures to manage them and assesses the effectiveness and efficiency of risk management. The CFO is responsible for coordinating risk management.

Kamux has documented the common operating principles as a Code of Conduct, which is available in Finnish, Swedish, German and English. The Code of Conduct is part of preparatory risk management.

**INTERNAL CONTROL AND AUDITING**

The objective of internal control in Kamux is to ensure that business operations are efficient and profitable, financial reporting is reliable, and that

laws and regulation applicable to the company's business, as well as the company's internal instructions, are followed. The specific objective of the internal control over financial reporting is to ensure that interim reports, half-yearly reports, financial statement bulletins and other financial reporting as well as financial statements and annual reports are reliable and are prepared in accordance with the accounting and reporting principles adopted by the company. The Board of Directors of the company is responsible, in accordance with its rules of procedure, for monitoring the process of financial reporting and the effectiveness of the company's internal control and risk management system.

The CEO is operationally responsible for the organization of internal control. This includes ensuring that the company has implemented adequate internal control mechanisms as stipulated in the operating principles defined by the Board of Directors. The CEO, supported by the Management Team, is responsible for ensuring that the Group operates in accordance with the agreed principles in day-to-day operations, follows laws and regulations, reacts to identified exceptions and deficiencies and takes adequate corrective actions.

As part of the listing process, Kamux developed internal controls related to the preparation of the financial statements and financial reporting processes. This initiative consisted of assessment of essential risks relating to the financial statements and financial reporting process, and identification and documentation of the key control points for related processes in a consistent documentation model. In connection with this process, a responsible person has been defined for each control point, and the adequacy of the control design has been evaluated. Development of internal controls continued in 2017 and included the design of the monitoring process of the controls' effectiveness, and assessments to review that the control environment has been implemented in all Kamux operating countries.

Kamux's Board of Directors has assessed that due to the nature of the company's operations, number of employees and geographical scope, it is not appropriate to organize internal audit as a separate function. The Board of Directors shall evaluate on a yearly basis whether such function should be established. The company's Board of Directors may use either internal or external resources to carry out specific internal audit assignments.

**AUDIT**

The statutory audit covers the company's accounting, financial statements and administration for the accounting period. The auditor of the parent company must also audit the consolidated financial statements. The auditor provides the company's shareholders with a statutory auditor's report in connection with the company's annual financial statements and regularly reports its audit observations to the Board of directors. Kamux's financial period is the calendar year.

According to the company's Articles of Association, the company's auditor must be an auditing organization approved by the Central Chamber of Commerce. The auditor is elected at the Annual General Meeting of shareholders for a term that ends at the conclusion of the Annual General Meeting following the election.

In 2017, PricewaterhouseCoopers Oy was the auditor for Kamux, with CPA Janne Rajalahti as the principal auditor.

In 2017, the auditors were paid a total of EUR 96 thousand for auditing services and a total of EUR 592 thousand for other advisory services related to auditing.

**INSIDER MANAGEMENT**

Kamux Corporation observes the insider guidelines approved by the Board of Directors, which is based on the market abuse regulation, the insider guidelines of Nasdaq Helsinki Ltd and other appropriate rules and regulations.

The CFO is responsible for insider matters at Kamux Corporation. The company compiles a list of permanent insiders and also maintains a list of project or event-specific insiders needed at a given time. The insider lists are maintained in the SIRE service of Euroclear Finland Ltd.

People in management positions at Kamux and their immediate circle are required to declare their business transactions in shares of Kamux Corporation or other financial instruments based on them.

People in management positions at Kamux and possible permanent insiders defined by Kamux may not, on their own account or on the account of a third party, carry out business transactions in the shares of Kamux Corporation or other financial instruments based on them during the silent period. The silent period begins 30 days before the publication day of the Kamux financial statement bulletin, half-yearly report, interim report or preliminary information thereof including the publication day.

Kamux has an internet-based notification channel that enables anonymous reporting of suspected infringement of rules and regulations concerning financial markets.

## REMUNERATION REPORT 2017

The following Kamux Remuneration Report 2017 complies with the Finnish Corporate Governance Code for Listed Companies (2015).

The objective of the remuneration scheme at Kamux is to support the company's competitiveness and long-term success. The objective of remuneration programs is to encourage key persons and the entire personnel to commit to persevering work towards reaching their personal and common goals and to create shareholder value.

### REMUNERATION OF THE BOARD OF DIRECTORS

Kamux Corporation's Annual General Meeting annually decides on remuneration paid to the Board of Directors and the principles for the compensation of expenses.

The company's shareholders decided on April 27, 2017 by unanimous decision that the Chairperson of the Board of Directors will be paid EUR 36,000 per year for Board duties, and other members of the Board of Directors will be paid EUR 20,000 per year for Board duties.

Board members will not be paid separately for Board meetings. Travel expenses resulting from Board meetings will be compensated against reasonable invoices. Remuneration for the company's Board members does not include pension payments.

Kamux and Virtanen Consulting GmbH (consultancy firm under Chairperson of the Board Matti Virtanen's authority) signed a consultancy agreement on February 1, 2016, based on which Virtanen Consulting GmbH will be paid a separate contractual fee of EUR 9,000 per month for consultancy services related to Kamux's internationalization. In addition, Kamux has paid EUR 62,000 to Virtanen Consulting GmbH for work related to Kamux's IPO during the second quarter of 2017.

Kamux and DN Advisory Oy (consultancy firm under Board member David Nuutinen's authority) signed a consultancy agreement on January 5, 2017, which ended on September 30, 2017. Based on the agreement, DN Advisory Oy was paid a separate contractual fee of EUR 7,500 per month

for consultancy services related to the development and management of Kamux's business operations in Sweden. In addition to a monthly fee, the company compensated for DN Advisory Oy's travel expenses and the parties agreed separately on a bonus based on the results of the consultancy services.

### REMUNERATION OF THE CEO AND MANAGEMENT TEAM MEMBERS

The company's Board of Directors decides on the remuneration of the CEO and the Management Team members and the principles of remuneration.

The remuneration of the CEO and Management Team members comprises a monthly salary as well as a bonus, the terms of which are decided by the Board of Directors annually. The bonuses to be paid to the CEO and members of the Management Team are based on personal targets and certain profitability targets set for the financial period. The share of the result-based remuneration can be a maximum of 50 percent of the fixed salary for the CEO and other Management Team members.

The CEO and other members of the Management Team are entitled to a car and mobile phone benefit. Other members than the CEO are entitled to car benefit. One of the Management Team members has a internet connection benefit.

### CEO'S AND MANAGEMENT TEAMS TERMS OF SERVICE

Kamux's CEO Juha Kalliokoski is entitled to a statutory pension. The CEO's retirement age is determined by the statutory pension system and is 63 years according to applicable legislation.

The CEO's period of notice determined by the CEO contract is six months, with a right to receive salary during the notice period. If the company terminates the contract of employment, the CEO is, under certain conditions, entitled to a severance payment corresponding to 12 months' full salary.

The notice period of other Management Team members is three months excluding one member of the Management Team whose notice period

is six months. The members of the Management Team are entitled to salary during their notice period. The retirement age of the members of the Management Team is determined by the statutory pension system and is 63 years according to the applicable legislation.

### SHARE-BASED INCENTIVE PROGRAMS

On April 27, 2017, Kamux's Board of Directors decided to establish a share-based incentive program for Kamux's key personnel. The objective of the share-based incentive program is to align the targets of shareholders and key personnel in order to increase the long-term value of Kamux as well as to strengthen the commitment of the key personnel to Kamux and offer them a competitive incentive program based on earning and accruing of shares. Kamux did not have a long-term share-based incentive program for 2017.

As part of a share-based incentive program, the Board of Directors of Kamux Corporation decided on 13 December 2017, to approve the detailed terms and conditions of the share-based incentive plan for the Group's key personnel for 2018. The earnings period for the share-based incentive plan is the 2018 calendar year. The amount of any gross reward paid pursuant to the plan for the earnings period will be determined by the achievement of goals set as the earnings criteria. According to the decision by the Board of Directors, the earnings criterion applicable for the 2018 earnings period is achieving the EBIT target for 2018 set by the Board of Directors. Any reward resulting from the plan will be paid after the end of the earnings period, by the end of May 2019, in the company's shares unless the Board of Directors decides to pay the reward partly or fully in cash. The reward to be paid will consist of the net number of shares that remain after deducting the monetary sum required to cover the taxes for the confirmed reward. If a key person's employment or service relationship ends before the payment of the reward, no reward will normally be paid.

The Board of Directors has selected approximately 20 key persons as eligible to participate in the incentive plan. According to the terms and conditions of the share-based remuneration plan, the Board of Directors may decide to accept new participants in the scheme during the earnings period.

If the maximum target level set for the earnings criterion is achieved, the total amount of rewards paid under the 2018 share-based remuneration

plan would be up to approximately EUR 1,0 million (gross), which is estimated to correspond to up to approximately 150,000 Kamux shares, calculated on the basis of the average price of the Kamux share in November 2017.

The net shares paid as a reward will be subject to a transfer restriction during the commitment period. The commitment period begins when the reward is paid and ends on 31 December 2020. A member of the Group's Management Team must own half of the net shares received as a reward based on the plan until his/her shareholding in the company corresponds to the value of his/her annual salary (ownership obligation). Each participant must own this number of shares for as long as he/she remains a member of the Group's Management Team.

The issuance of shares in accordance with the terms and conditions of the share-based incentive plan is based on the authorisation given to the Board of Directors of Kamux on 12 April 2017 by the shareholders of the company by a unanimous decision. The Board of Directors of Kamux is authorised to decide on issuing a maximum of 300,000 new and/or existing shares to reward Kamux's key personnel in accordance with the share-based incentive program. The intention is to extend the share-based incentive plan with corresponding new earnings periods beginning annually at the discretion of the Board of Directors.

### CO-INVESTMENT ARRANGEMENTS

Kamux has implemented co-investment arrangements for certain key personnel pursuant to which the employees covered by the arrangement have invested in Kamux's shares. The co-investment arrangements have been implemented between 2011 and 2017 with key personnel employed by Kamux and members of the company's Board of Directors. The co-investment arrangement option ended when the company was listed on the stock exchange.

The holdings of the key personnel who have invested in shares after the 2011 arrangement are in the scope of the IFRS 2 - Share-based Payment. Investments made by key personnel have been carried out on the same valuation basis and substantially on the same terms as the investments made by Intera.

Key personnel subscribed for shares for a total value of EUR 676 thousand in directed share issues in early 2017.

**REMUNERATION OF THE BOARD OF DIRECTORS IN 2017**

By unanimous decision made by the shareholders on April 27, 2017, it was decided that

- the Chairperson of the Board of Directors will be paid EUR 36,000 annually
- the members of the Board will be paid EUR 20,000 annually
- the members of the Board will not receive a separate remuneration for Board meetings.

During the financial period that ended on December 31, 2017, the members of the Board of Directors were paid the following remuneration decided by the General Meeting:

**BOARD OF DIRECTORS BENEFITS**  
(EUR THOUSAND)

|  | 2017       | 2016       |
|--|------------|------------|
| Matti Virtanen (from Jan 29, 2016)*                | 198        | 137        |
| Reija Laaksonen (from Mar 3, 2017)                 | 15         | -          |
| David Nuutinen**                                   | 107        | 13         |
| Jokke Paananen                                     | 13         | -          |
| Harri Sivula (from May 12, 2017)                   | 13         | -          |
| Vesa Uotila  | 13         | -          |
| Inka Mero (from Jan 29, 2016 until April 12, 2017) | 4          | 11         |
| Alexej von Bagh (until Mar 24, 2016)               | -          | 3          |
| <b>Total</b>                                       | <b>365</b> | <b>163</b> |

\* Matti Virtanen's benefits include EUR 166 thousand (EUR 117 thousand in 2016) consulting fees of Virtanen Consulting GmbH.  
\*\* David Nuutinen's benefits include EUR 90 thousand (EUR 0 thousand in 2016) consulting fees and bonuses of DN Advisory Oy.

**REMUNERATION OF THE CEO AND THE MANAGEMENT TEAM**

Remuneration of Kamux's CEO and members of the Management Team consists of an annual salary and a bonus. The terms of the bonus are decided by the company's Board of Directors each year. The bonuses of Kamux's CEO and Management Team are based on personal targets and certain profitability targets set for the financial period. The share of the result-based remuneration can be a maximum of 50 percent of the fixed salary for the CEO and 50 percent of the fixed salary for other Management Team members.

**REMUNERATION OF KAMUX'S CEO**  
(EUR THOUSAND)

|  | 2017       | 2016       |
|--|------------|------------|
| Salaries, bonuses and benefits             | 232        | 249        |
| Pension costs - payment-based arrangements | 58         | 61         |
| <b>Total</b>                               | <b>290</b> | <b>311</b> |

**SALARIES AND BONUSES OF KAMUX'S MANAGEMENT TEAM MEMBERS**  
(EXCL. CEO) (EUR THOUSAND)

|  | 2017       | 2016       |
|--|------------|------------|
| Salaries, bonuses and benefits             | 768        | 776        |
| Pension costs - payment-based arrangements | 191        | 185        |
| <b>Total</b>                               | <b>959</b> | <b>960</b> |