

A close-up, low-angle shot of a car's center console. The focus is on the gear shift lever, which is black with a silver-colored top section. The lever has 'UNLOCK' written on its side and 'MIS-D' with a plus sign below it. To the right of the lever is a silver-colored rotary dial. Below the dial are several buttons, including one with a 'P' icon. The background is dark and out of focus, showing parts of the car's interior.

# Remuneration Report 2021

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## Dear Kamux Corporation shareholder,

With this greeting, I present the Remuneration Report 2021 of Kamux Corporation on behalf of the Board of Directors of the company. This Remuneration Report has been drafted in accordance with the Finnish Corporate Governance Code 2020 and other regulations concerning remuneration reporting, and it covers the remuneration of the Board of Directors and CEO of the company in 2021. The Remuneration Report 2021 will be presented at Kamux's Annual General Meeting 2022 for an advisory vote.

### Kamux's year 2021

In early 2021, Kamux published its strategy for 2021–2023. The strategy focuses on taking an ambitious leap to accelerate growth in the large, stable, and fragmented used car market: During the strategy period, Kamux aims to increase revenue by over 20% annually. Profitability development during the strategy period is built on business growth and scalability.

2021, the first year of the strategy period, was a year of very strong growth for Kamux. I wish to warmly thank Kamux's management and employees for the year 2021. They have been driving Kamux systematically forward – despite this being the second year marked by the corona pandemic. We have implemented our strategy with a strong effort in the past year.

### Key principles of remuneration

Kamux's remuneration policy defines the remuneration practices that encourage the Board of Directors and CEO to drive the company forward in terms of growth strategy, long-term success,

and shareholder value creation. Another objective is to recruit a competent Board of Directors and Management Team to the company and to ensure their commitment.

The aim of the remuneration of the Board of Directors is that it is aligned with similar companies in terms of market capitalization, and that it on the other hand corresponds to the competence and workload expected of members.

In the remuneration of the CEO, financial development of the company and long-term shareholder value creation are significant factors, aligning the interests of the CEO and shareholders in a sustainable way. Competitive total remuneration also has to bolster Kamux's entrepreneurial mode of operation.

### Remuneration in 2021

In 2021, the remuneration of the Board of Directors and CEO complied with the remuneration policy of Kamux, and there were no deviations.

There were no changes to the remuneration of the company's Board of Directors in 2021. The annual fees of the Board and committee fees remained on the level resolved by the Annual General Meeting 2020. Likewise, in accordance with the resolution of the Annual General Meeting 2021, 40% of the annual fee of the Board of Directors will be paid in shares of Kamux. The company's remuneration policy encourages Board members to hold shares of Kamux.

The overall remuneration of the CEO in 2021 was EUR 382,163, of which variable remuneration constituted 10 percent.

### Remuneration development

In 2022, we continue to comply with the principles outlined in Kamux's remuneration policy. We continue to utilize short- and long-term incentive plans for remuneration. The Shareholders' Nomination Board shall make proposals to the Annual General Meeting for the remuneration and development of the company's Board of Directors. The Board of Directors assesses the remuneration of the company's administrative bodies and personnel regularly in order to ensure that the remuneration is linked as well as possible to Kamux's growth strategy and to the achievement of set targets and that it meets the expectations of our stakeholders. In addition, we aim to develop our remuneration models so that in the future, remuneration could also be tied to a responsibility metric that is relevant to the company's operating activities and stage of development.

I welcome remarks on Kamux's remuneration reporting and remuneration.

### Harri Sivula

Chairperson of the Kamux Board of Directors

# Remuneration Report 2021 of Kamux Corporation

## Introduction

The Remuneration Report 2021 of Kamux Corporation (“Kamux” or “the company”) adheres to the Finnish Corporate Governance Code 2020 issued by the Finnish Securities Market Association as well as to other applicable legislation.

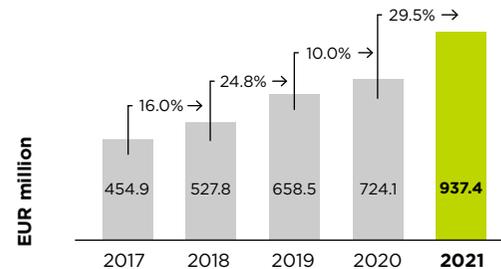
Kamux’s remuneration policy defines the principles related to the remuneration of the company’s Board of Directors, CEO and possible deputy CEO. In 2021, the remuneration of Kamux’s governing bodies adhered to the principles defined in the remuneration policy of the company. There were no deviations from the remuneration policy in 2021. The remuneration of the Board of Directors or CEO were not recovered or adjusted in the financial year 2021.

The Remuneration Report is drafted and presented at the Annual General Meeting annually. The Remuneration Report 2020 was presented at the Annual General Meeting in the spring of 2021. The approval of the Remuneration Report was supported by 90.5% and opposed by 9.5% of the votes cast in the Annual General Meeting. No counter-proposals were made.

The remuneration policy of Kamux was approved by the annual general meeting in 2020, and it is available on the company website at: <https://www.kamux.com/en/corporate-governance/remuneration/>.

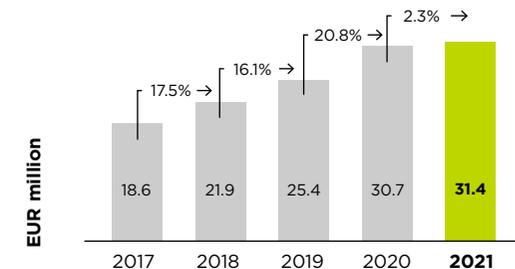
## REVENUE AND REVENUE GROWTH

→ Increase of revenue, % from previous year



## ADJUSTED OPERATING PROFIT GROWTH

→ Adjusted operating profit growth, % from previous year



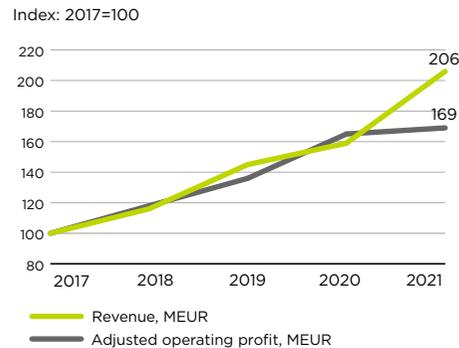
## AVERAGE REMUNERATION

(EUR)	2017	2018	2019	2020	2021
Chairperson of the Board of Directors	32,000	36,000	36,000	60,000 <sup>2)</sup>	60,000
Other Board members on average	15,833	21,167	20,400	34,080 <sup>2)</sup>	30,000
CEO	290,154	299,184	353,005	364,096	382,163
Kamux employee salary on average <sup>1)</sup>	48,177	52,429	53,641	50,895	51,242

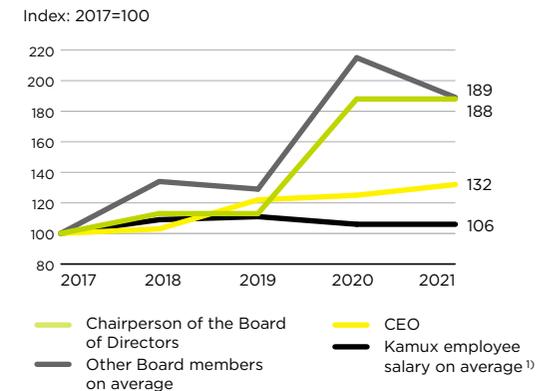
1) The average salary of Kamux employees was calculated as follows: (Group salaries and bonuses + defined contribution pension costs + sharebased incentive)/average number of personnel within the Group during the financial year converted to full-time equivalent (FTE) employees.

2) Based on a resolution of the 2020 Annual General Meeting, the remuneration of the Board of Directors was reviewed to align it with the current level of remuneration in listed companies of similar size.

## FINANCIAL PERFORMANCE OVER A FIVE-YEAR PERIOD



## RELATIVE REMUNERATION DEVELOPMENT OVER A FIVE-YEAR PERIOD



The chart Relative remuneration development over a five-year period presents the average remuneration development of the CEO, Chairperson of the Board, other Board Members and employees from 2017 to 2021. The sums are indexed at 100 in 2017 to illustrate relative development in 2017-2021.

**Remuneration development**

Kamux has implemented its growth strategy in a consistent manner during the five-year period reviewed. The Group increased its revenue from EUR 454.9 million in 2017 to EUR 937.4 million in 2021. During the corresponding period, adjusted operating profit increased from EUR 18.6 million to EUR 31.4 million. The adjusted operating profit amounted to 3.3% of revenue in 2021.

**Remuneration of the Board of Directors in 2021**

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

In accordance with the proposal of the Shareholders' Nomination Board, the Annual General Meeting 2021 resolved that an annual compensation of EUR 60,000 is paid to the Chairman of the Board and EUR 30,000 to the Board Members, and an additional compensation of EUR 5,000 per year to the Chairman of the Audit Committee and EUR 2,500 to each member of the Audit Committee. It was resolved that 40 percent of the annual fee of the Chairman and the members of the Board of Directors are paid in Kamux Corporation shares either purchased at a prevailing market price from the market or alternatively by using own shares held by the company, to be executed after the publication of the interim report for 1 January-31 March 2021. The rest of the annual fee will be paid

in cash, which is used to cover taxes arising from the fees. The fees of the committee will be paid in cash.

The remuneration of the Board of Directors and the Audit Committee resolved by the Annual General Meeting 2021 were equivalent to the remuneration resolved by the Annual General Meeting 2020.

Board members are not compensated separately for Board or committee meetings. Travel expenses resulting from Board meetings are compensated in accordance with the company's travel policy. Remuneration for the company's Board members does not include pension payments.

Members of the Board of Directors are not included in Kamux's short- or long-term incentive plans.

**REMUNERATION OF THE BOARD OF DIRECTORS IN 2021**

Member	Total annual remuneration, EUR <sup>1)</sup>	Annual remuneration paid in shares, pcs <sup>2)</sup>	Annual remuneration paid in shares, EUR <sup>3)</sup>	Annual remuneration paid in cash, EUR	Remuneration paid for committee membership in 2020-2021, EUR <sup>4)</sup>	Total remuneration paid in financial year 2021, EUR <sup>5)</sup>	Remuneration outstanding for committee membership, EUR <sup>6)</sup>
Harri Sivula	60,000	1,616	24,313	35,687	-	60,000	-
Reija Laaksonen	30,000	808	12,156	17,844	2,500	32,500	1,667
Antti Mäkelä	30,000	808	12,156	17,844	2,500	32,500	1,667
Jokke Paananen	30,000	808	12,156	17,844	-	30,000	-
Tuomo Vähäpassi	30,000	808	12,156	17,844	-	30,000	3,333
Tapio Pajuharju (from 20 April 2021)	30,000	808	12,156	17,844	-	30,000	-
David Nuutinen (until 20 April 2021)	-	-	-	-	5,000	5,000	-
<b>Total</b>	<b>210,000</b>	<b>5,656</b>	<b>85,095</b>	<b>124,905</b>	<b>10,000</b>	<b>220,000</b>	<b>6,667</b>

<sup>1)</sup> The annual remuneration paid in 2021 includes the annual remuneration paid in shares of Kamux Corporation (40%) in accordance with the Annual General Meeting's 2021 resolution as well as the annual remuneration paid in cash.

<sup>2)</sup> The annual remuneration paid in shares was paid using own shares held by the company on 25 May 2021.

<sup>3)</sup> Value calculated on the mean share price on 25 May 2021, EUR 15.045 per share.

<sup>4)</sup> The annual remuneration for the Audit Committee membership between April 2020 and April 2021 was paid

to the members of the Board of Directors in April 2021.

<sup>5)</sup> The total remuneration paid in financial year 2021 = annual remuneration + remuneration for committee membership 4/2020-4/2021.

<sup>6)</sup> The annual remuneration related to the Audit Committee membership from April 2021 onwards will be paid in spring 2022. The table includes a portion of committee fees for the time period 4-12/2021 as remuneration outstanding.

The share of annual remuneration of the members of the Board of Directors paid in shares was paid in own shares held by the company in May 2021. There are no special terms or conditions associated with owning the shares received as remuneration.

**Remuneration of the CEO in 2021**

The company’s Board of Directors decides on the remuneration of the CEO and the terms of the remuneration. The remuneration of the CEO consists of a monthly fixed salary, a bonus and a share-based incentive plan. The objective of the bonus and the share-based incentive plan is to support the realization of the company’s short- and long-term objectives and to ensure that management is committed to the company.

The CEO was not paid other financial benefits in 2021.

**Fixed monthly salary**

In 2021, the total monthly salary of CEO Juha Kalliokoski was EUR 345,020 (the fixed salary paid in 2020 was EUR 271,533).

**Short-term incentive plan: bonus**

The goal of Kamux’s short-term incentive plan is to motivate and reward key personnel based on the achievement of the annual business targets. Performance-based remuneration aims to promote the implementation of the strategy, strengthen a results-driven company culture and reward clear accomplishments. The terms of the CEO’s bonus are decided by the company’s Board of Directors each year.

The bonus is paid based on achieving the targets set for the financial period related to revenue and

operating profit as well as personal targets that are related to each area of responsibility and support the implementation of the company’s strategy. The weight of revenue in the earnings of the incentive plan is 70 percent and the weight of personal strategic targets is 30 percent. The bonus is paid under the condition that the adjusted operating profit limit set by the company for incentives has been met.

The CEO’s bonus payable based on performance in 2021 can be up to 45 percent of the fixed salary (calculated from the fixed salary without holiday compensation and fringe benefits). No bonus was paid to the CEO in 2021, as the CEO waived his right to the bonus.

The CEO’s performance-based bonus in 2020 could be up to 40 percent of the fixed salary. The bonus paid in March 2021 was 12 percent of the fixed salary in 2020, or EUR 25,396. The bonus paid was lower than presented in the Remuneration Report 2020, as the CEO gave up a part of his bonus. The bonus paid was based on achieving the personal targets and operating profit targets set for the financial year.

**Long-term incentive plans**

**Share-based long-term incentive plan for 2021-2023**

In February 2021, the Board of Directors of Kamux Corporation approved a new long-term incentive plan for the Group’s key personnel for 2021-2023. The aim of the plan is to encourage and strengthen the commitment of the Group’s key personnel to implement a long-term strategy and increase shareholder return, as well as to align the objectives

of the company’s shareholders and key people in order to increase the company’s value.

The plan started at the beginning of 2021 and is divided into three one-year performance periods. The amount of any gross reward paid pursuant to the plan for the performance period will be determined by the targets regarding the achievement of revenue and adjusted operating profit on a yearly basis. In addition, the plan includes an additional component based on the market value of the company, which gives each participant an opportunity to receive additional shares after the end of the 2023 performance period. The potential reward will be paid primarily in Kamux’s shares or in cash or as a combination of these two by the end of April after the end of the performance period. The potential additional shares will be paid by the end of April after the end of the 2023 performance period.

The amount of gross remuneration paid to the CEO pursuant to the plan for the performance period 2021 was determined by the achievement of the performance targets, and the performance criterion applicable was achieving the revenue target and the adjusted operating profit target for 2021 set by the Board of Directors. The CEO achieved the target. The net remuneration resulting from the plan, 3,430 shares in total, will be paid to the CEO in March-April 2022 in the company’s shares unless the Board of Directors decides to pay the remuneration partly or fully in cash.

The net shares paid as remuneration will be subject to a transfer restriction during the commitment period. The commitment period begins when the reward is paid and ends on 30 April 2024. As a member of the Group’s Management Team, the CEO shall own at least half of the net shares

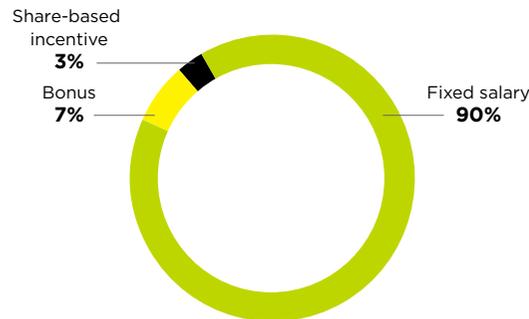
received as a reward based on the plan until their total shareholding in the company corresponds to the value of their annual salary (ownership obligation). Each participant must own this number of shares for as long as he/she remains a member of the Group's Management Team.

If the participant's employment with Kamux terminates before the reward is paid, she/he is not generally entitled to a reward based on the plan. Definitive entitlement to remuneration requires that employment in Kamux continues until April 2024.

**Share-based long-term incentive plan for 2017-2020**

In 2021, the CEO was paid a remuneration pursuant to the share-based incentive plan for the performance period 2020. The plan was established in 2017 by Kamux's Board of Directors for Kamux's key personnel.

**REMUNERATION PAID TO THE CEO 2021**



Variable remuneration, which includes the bonus and the long-term share-based incentives, is an integral part of the remuneration of Kamux's CEO. Of the total remuneration in 2021, variable remuneration constituted 10 percent (25% in 2020) and fixed salary 90 percent (75% in 2020).

The objective of the share-based incentive plan was 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 key personnel to Kamux and offer them a competitive incentive plan that is based on earning and accruing shares in the company.

The amount of gross remuneration paid pursuant to the plan for the performance period 2020 was determined by the achievement of the performance targets. According to the decision by the Board of Directors, the performance criterion applicable to the 2020 performance period was achieving the operating profit target for 2020 set by the Board of Directors. The CEO achieved the set target in part. The amount of gross remuneration was EUR 11,746 in total based on the share price on the payment date 16 April 2021, EUR 14.83 per share.

The remuneration based on the plan was paid to the CEO in 2021. The remuneration was paid fully in

the company's shares. The 396 shares paid was the net remuneration payable after deducting the cash proportion to cover the taxes for the confirmed overall remuneration. The net shares paid as remuneration will be subject to a transfer restriction during the defined commitment period. The commitment period begins when the remuneration is paid and ends on 31 December 2022.

**The key terms of service of the CEO**

The management contract of the CEO is valid until further notice and has no less than a six-month period of notice. If the company terminates the CEO's management contract, the CEO is, under certain conditions, entitled to a severance payment corresponding to 12 months' full salary. The CEO does not have a supplementary pension plan. The CEO's retirement age is determined by the statutory pension system and is 63 years under the applicable legislation.

**SALARIES AND REMUNERATION PAID TO THE CEO IN FINANCIAL YEAR 2021 AND REMUNERATION OUTSTANDING, EUR**

Salaries and remuneration paid, EUR			Total amount paid in 2021	Remuneration outstanding	
Fixed salary <sup>1)</sup>	Bonus paid for 2020	Share-based incentive for 2020		Bonus for 2021, EUR <sup>2)</sup>	Share-based incentive for 2021, net remuneration in shares <sup>2)</sup>
345,020	25,396	11,746	<b>382,163</b>	-	3,430

1) Including fringe benefits (telephone) and defined contribution pension costs. The salary also includes the defined contribution pension costs for the bonuses.  
 2) To be paid in financial year 2022.



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