
REMUNERATION STATEMENT 2012

Principles applied to remuneration schemes

The goal of remuneration schemes is to promote competitiveness and long-term financial success of the Company and to contribute to the favourable development of shareholder value. Remuneration schemes are based on predetermined and measurable performance and result criteria.

The task of Board's Nomination and Remuneration Committee is to assist the Board of Directors in matters related to the remuneration of the Company's CEO, the deputy CEO and other executives and to prepare matters related to the reward schemes for employees.

Decision-making process

The General Meeting shall decide on the remuneration payable for Board and Committee work as well as the basis for its determination. The Nomination and Remuneration Committee has been assigned the duty of preparing the remuneration of the Board. The Board of Directors shall decide on the remuneration of the CEO as well as other compensation payable to him or her. The compensation principles for the Management Group are determined by the CEO in cooperation with the Board of Directors.

Remuneration of the Board of Directors

According to the resolution passed by the Annual General Meeting of 2012, the remuneration for each member of the Board of Directors is 600 euros per meeting and for the Chairman of the Board of Directors 1,200 euros per meeting. In addition, each member of the Board receives 1,700 euros per month and the Chairman of the Board of Directors 3,400 euros per month. Daily allowances and travel expenses are paid to the Board members according to the Company's travel policy.

According to the resolution passed by the Annual General Meeting of 2012, the remuneration for each member of the Nomination and Remuneration Committee is 600 euros per meeting and for the Chairman of the Nomination and Remuneration Committee 1,200 euros per meeting. In addition daily allowances and travel expenses are paid for the meetings to the committee members according to the Company's travel policy.

Remuneration for Board and Committee work is not paid in the form of Company shares and the Board members are not in the target group of Company's share-based incentive plan.

Remuneration of the CEO and other executives

The CEO's compensation consists of a basic salary and a yearly bonus decided annually by the Board on the basis of the Group's financial result and other key targets. The maximum amount of yearly bonus is decided annually. In addition the CEO has car and phone benefits. The CEO belongs to the target group of a share-based incentive plan for the key employees of Etteplan Group. Statutory retirement age applies to the CEO. In the event of dismissal, the CEO is at the most entitled to receive compensation equivalent to 18 months' salary which includes the salary for a six-month term of notice.

No changes have occurred in the CEO's compensation principles in connection with the CEO change on January 1, 2012.

The system of compensation for the members of the Management Group includes a base salary and a performance based bonus. The principles for performance based bonus are decided annually. In 2012 the bonus was based on Company's operating profit, operative cash flow and strategic goals. The maximum of the yearly bonus is 50-100 percent of the recipient's annual salary depending on the member's duties. Members of the Management Group are included in the share-based incentive plan for the Company's key personnel. No separate agreement has been made regarding early retirement for members of the Management Group. In the event of dismissal, a Management Group member is at the most entitled to receive compensation equivalent to 10 months' salary which includes the salary for a four-month term of notice.

Information on the service contract of the CEO

In 2012, President and CEO Juha Näkki's basic salary was EUR 213,901. In 2012, his car, phone and medical expenses insurance benefits totaled to EUR 12,902. In addition, EUR 125,698 performance based bonus accrued from year 2011 was paid to President and CEO in 2012.

According to the resolution made by the Board of Directors of Etteplan Oyj no company-held shares were disposed in 2012 for the 2011 earnings period of the share-based incentive plan.

In 2012 no additional accrual basis pension insurance policy was paid for the President and CEO Juha Näkki.

Share-based incentive plan

The Board of Directors of Etteplan Oyj decided on a new share-based incentive plan for the Group key personnel in March 2011. The share-based incentive plan offers the target group the opportunity to receive Etteplan Oyj shares as remuneration for achieving the set targets.

The plan includes three earning periods: calendar years 2011, 2012 and 2013. The amount of remunerations paid is tied to the objectives that are set annually. The Board is authorized to make decisions related to the share-based incentive plan by earnings period. At the beginning of each earnings period, the Board of Directors reviews the target group and specifies the maximum number of shares per person that can be earned. Remunerations paid out from the incentive plan are paid in three instalments, partly as company shares and partly in cash. The part paid in cash covers the taxes and tax-like fees paid for the remuneration. An earnings period is followed by a mandatory two-year ownership period. The rewards to be paid on the basis of the plan from all earning periods 2011, 2012 and 2013 will correspond to the value of an approximate maximum total of 810,000 Etteplan Oyj shares (including also the proportion to be paid in cash).

If a key person's employment ends during the restriction period, the shares must be returned to the Company without compensation.

In 2011 16 people belonged to the target group of the plan. The earnings criteria of the earning period 2011 were the Etteplan Group's operating profit (EBIT) and revenue. The Company did not dispose company-held shares for the 2011 earnings period to the employees who were part of share-based incentive plan.

In 2012 17 people belonged to the target group of the plan. The earnings criteria of the earning period 2012 were Etteplan Group's operating profit (EBIT). The Board of Directors of Etteplan Oyj has in its meeting held on February 14, 2013 made a resolution upon disposal of company-held shares pursuant to the authorization granted to it by the Annual General Meeting of Shareholders' held on March 30, 2012. According to the resolution made by the Board of Directors, Etteplan Oyj will dispose 9,752 company-held shares as remuneration for the 2012 earnings period to the target group of the share-based incentive plan on April 30, 2013. In addition the part that covers the taxes and tax-like fees paid for the remuneration are paid in cash.

Management Remuneration in 2012

Key management of Etteplan Oyj includes the Board of Directors, CEO and Management Group.

Salaries and fees paid

| EUR 1,000 | 2012 | 2011 |
|--|--------------|--------------|
| Members of the Board | | |
| Heikki Hornborg, Chairman of the Board | 53 | 82 |
| Tapio Hakakari | 31 | 44 |
| Robert Ingman | 28 | 42 |
| Pertti Nupponen | 25 | 38 |
| Satu Rautavalta | 25 | 40 |
| Teuvo Rintamäki | 25 | 40 |
| | 188 | 286 |
| CEO and other members of the Management Group | | |
| Juha Näkki (January 1, 2012 onwards) | 353 | - |
| Matti Hyytiäinen (until December 31, 2011) | - | 483 |
| Other members of the Management Group | 884 | 899 |
| Total | 1 424 | 1 668 |

The Annual General Meeting annually resolves the remuneration for the members of the Board of Directors.

Stock options to the key management

Stock options have not been granted to the Company's management during 2012.

*) The Board remuneration for 2012 and 2011 are not comparable due to a change in payment practice in 2011. In 2011 the board remuneration was paid for 20 months (from April 1, 2010 to November 30, 2011) and in 2012 for 12 months (from January 1 to December 31, 2012).