

ASPOCOMP GROUP PLC REMUNERATION REPORT 2020 FOR GOVERNING BODIES

1. INTRODUCTION

Aspocomp Group Plc's Remuneration Report 2020 for Governing Bodies has been prepared in accordance with the guidelines for remuneration of the Finnish Corporate Governance Code 2020 and the requirements of Securities Markets Act and Limited Liability Companies Act. Aspocomp's Board has monitored the implementation of the Remuneration Policy.

The remuneration of the Board and the President and CEO is based on Aspocomp's Remuneration Policy for Governing Bodies, which was discussed and approved as such at the Annual General Meeting held on June 9, 2021. The Remuneration Policy is applied until the Annual General Meeting in 2024, unless the Board decides to bring it to the General Meeting earlier.

The remuneration of governing bodies in 2020 has been in alignment with the company's Remuneration Policy. The company did not deviate from the Remuneration Policy during the 2020 financial year, and there were no situations during the financial year that warranted any claw back of remuneration.

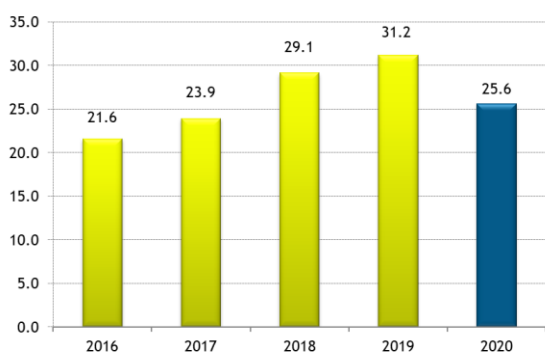
Remuneration for Aspocomp's governing bodies is based on the company's employee remuneration policy, which aims to encourage good performance and motivate long-term work to achieve the company's goals. Remuneration is based on the job's demand level, personal effectiveness and performance as well as the market situation. The purpose of the company's remuneration for governing bodies is to contribute to the long-term interests of both the company and its shareholders and the business strategy of the company as well as to promote the long-term financial success of the company.

ASPOCOMP

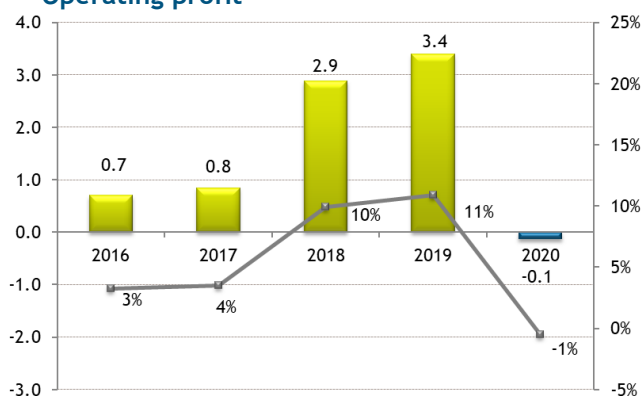
Development of Aspocomp's financial performance and remuneration

Aspocomp Group Plc's sales have grown constantly during 2016-2019. In 2020, the COVID-19-pandemic and the weakened economy are having a broad impact on the supply chains of the electronics industry and on customer orders.

Net Sales



Operating profit



Development of remuneration during past five years

Average compensation	2020	2019	2018	2017	2016
Chairman of the Board, EUR	37,000	38,000	38,000	37,000	32,000
Vice chairman of the Board, EUR	24,500	24,500	25,000	18,500	16,000
Other members of the Board on average, EUR	15,166	19,333	19,500	18,333	15,000
President and CEO					
Salaries and fringe benefits, EUR	295,700	352,035	241,885	260,084	241,080
Options, EUR *	335,400	0	0	236,100	34,200
Average number of employees	140	124	116	111	106
Average Aspocomp employee, EUR **	45,291	49,275	52,864	43,952	45,368

** The salary development of Aspocomp's average employee is calculated from personnel expenses by deducting other personnel side expenses from the total and dividing it by the average number of employees during the year.

2. REMUNERATION OF THE BOARD OF DIRECTORS

The Annual General Meeting of Aspocomp Group Plc held on June 9, 2020 decided that the Chairman of the Board of Directors will be paid EUR 30,000, the Vice Chairman of the Board of Directors will be paid EUR 20,000 and the other members will be paid EUR 15,000 each in remuneration for their term of office. The Annual General Meeting further decided that EUR 1,000 will be paid as remuneration per meeting to the Chairman and that the other members be paid EUR 500 per meeting of the Board and its committees. In addition, the members of the Board of Directors will be reimbursed for reasonable travel costs.

In 2020, both the annual remuneration and the meeting fees per attended meeting remained the same as in 2019 and 2018.

No remuneration has been paid to the Board of Directors for the financial year 2020 in the form of shares in 2020; instead, all remunerations have been paid in money. The members of the Board have not received other financial benefits and are not covered by the company's incentive schemes. The Board members are not employed by the company.

Fees paid or due to Directors for the financial year 2020

	Annual fee*	Meeting fees in 2020		Total
		Board	Audit Committee ***	
Päivi Marttila, Chairman	30,000	7,000		37,000
Kaarina Muurinen, Vice Chairman	20,000	3,500	1,000	24,500
Julianna Borsos	15,000	3,500	1,000	19,500
Matti Lahdenperä **	5,000	1,000	1,000	7,000
Juha Putkiranta	15,000	3,500		18,500
Total, EUR	85,000	18,500	3,000	106,500

* Annual fees are paid in monthly instalments. In 2020, annual fees corresponding to an eight-month period were paid to each Board member, to a total of EUR 53,336. Annual fees in 2019 corresponded to a four-month period, totaling EUR 31,664. The amount corresponding to a four-month period of the annual fees for 2020 will be paid to each Board member during January-April 2021.

** Matti Lahdenperä was a member of the Board until the Annual General Meeting held on June 9, 2020. He was paid an annual fee totaling EUR 5,000 in January-April 2020, corresponding to a four-month share of his annual fee of EUR 15,000 for the financial year 2019.

*** The three-member Audit Committee established by the Board of Directors at the organization meeting held after the 2019 Annual General Meeting functioned until the 2020 AGM. During January 1-June 9, 2020 the Audit Committee assembled two times.

3. REMUNERATION OF THE CEO

Mr. Mikko Montonen continued to serve as President and CEO of Aspocomp Group Plc throughout the financial year.

Decisions concerning the remuneration of the CEO and the terms applicable to the service contract are made by Aspocomp's Board of Directors within the limits of the company's valid remuneration policy.

In 2020, the remuneration of the President and CEO consisted of a fixed monthly salary and customary fringe benefits (such as phone, meal and car benefits). In addition, he is included in the CEO's Stock Option program 2014 granted to him in 2014 and the Annual Profit-Sharing plan covering all employees. The CEO's retirement age is determined by the Employees Pensions Act. If the CEO's contract is terminated by either the CEO or the company, the notice period is six (6) months. In addition, severance pay amounting to his salary for six (6) months shall be paid.

The CEO subscribed a total of 130,000 new Aspocomp shares under the company's 1/2014 stock option terms on March 13, 2020. After the subscription, the company's 1/2014 stock option terms and conditions no longer entitle him to subscribe for new Aspocomp shares. At the end of the financial year, on December 31, 2020, the CEO owned a total of 390,000 Aspocomp shares.

All financial benefits paid or due to the CEO in 2020

	EUR 1,000	2020	2019	2018	2017	2016
Salaries and benefits		296	352	242	260	241
Share-based payments		335			236	34
Pension costs, defined contribution plans		85	136	102	45	41
Total		716	352	242	496	275

Stock Option Program 2014 of the CEO

The Board of Directors of Aspocomp Group Plc decided on May 15, 2014 to issue in total a maximum of 390,000 stock options to the company's CEO in accordance with the terms and conditions of the Stock Option plan. The issue, which has been made in deviation from the shareholders' pre-emptive subscription rights, was based on the authorization by the Annual General Meeting held on April 23, 2013. The stock options were issued free of charge. Each stock option entitled its holder to subscribe for one new share in Aspocomp Group Plc. 130,000 of the issued stock options were marked with the letter "A", 130,000 with the letter "B" and 130,000 with the letter "C". The share subscription price of the Stock Options A was the trade volume weighted average quotation of the company's share on Nasdaq Helsinki Oy during March 1 - March 31, 2014 (EUR 0.99), of the Stock Options B the trade volume weighted average quotation of the share during March 1 - March 31, 2015 (EUR 1.24) and of the Stock Options C the trade volume weighted average quotation of the share during March 1 - March 31, 2016 (EUR 1.26). The share subscription periods for the stock options were for Stock Options A: May 1, 2016 - April 30, 2018, Stock Options B: May 1, 2017 - April 30, 2019 and Stock Options C: May 1, 2018 - April 30, 2020. Further information on the Stock Option Plan 2014 is available on the company's Internet Site at www.aspocomp.com/remuneration.

Annual Profit-Sharing plan

Aspocomp has an annual Profit-Sharing plan covering all employees, including the CEO. The plan pays cash bonuses based on pre-set targets for net sales, operating income and operating cash flow. The Board determines the targets and criteria for bonus payment annually.