

Remuneration report 2024

Nurminen Logistics Plc follows the Corporate Governance Code 2020 applicable to Finnish listed companies as approved by the Securities Market Association, which entered into force on 1 January 2020. The Remuneration report is prepared for each financial year and published on the company's website in accordance with its financial reporting schedule.

The Corporate Governance Code is available at <https://www.cgfinland.fi/en/>.

In accordance with the company's remuneration policy, remuneration must support the company's business strategy and long-term financial interests. Remuneration components are evaluated to ensure that the remuneration is as productive as possible and supports long-term financial interests. Remuneration also takes into account the views of stakeholders, remuneration in relation to the other salaries and terms of employment of the company's employees and market factors in the country in which the person works.

Development of remuneration and company performance over a five-year period

	2020	2021	2022	2023	2024
Remuneration paid to the Board of Directors,	270	253	311	228	271
Change from the previous year, %	-14.8%	-6.5%	23.2%	-26.8%	18.9%
Remuneration paid to the President and	319	414	355	755	901
Change from the previous year, %	15.6%	29.8%	-14.4%	112.8%	19.4%
Remuneration paid to the Deputy President	0	0	0	0	0
Change from the previous year, %	-100.0%	0.0%	0.0%	0.0%	0.0%
Average salary of employees, TEUR*)	43,926	45,943	49,078	57,755	87,138
Change from the previous year, %	-0.7%	4.6%	6.8%	17.7%	50.9%
Operating result, TEUR	-206	9,625	3,408	33,091	19,293
Cash flow from business activities, TEUR	3,540	7,870	5,232	25,373	11,868

*) includes wages and salaries

Board of Directors

Decision-making order and key principles of remuneration

The general meeting decides on the remuneration of the members of the Board of Directors. The members of the Board of Directors, with the exception of the

President and CEO, are not in an employment or executive employment relationship with the company and, therefore, do not receive remuneration from the company unrelated to the work of the Board of Directors without a separate agreement.

The company does not have a share option plan for the members of the Board of Directors, and the members of the Board of Directors do not receive pension benefits from the company, except for the President and CEO.

Remuneration of the members of the Board of Directors for 2024

The Annual General Meeting, which was held on 17 April 2024, decided that the Chair of the Board of Directors shall receive an annual remuneration of EUR 60,000 and each of the other members of the Board shall receive EUR 30,000. In addition, a meeting fee of EUR 1,500 per meeting for the Board and Board Committee meetings is paid to the Chair of the Board of Directors, and EUR 1,000 to the other members of the Board per meeting of the Board and Board Committee. Of the annual remuneration, 50 per cent will be paid in Nurminen Logistics Plc's shares and the rest in cash. A member of the Board of Directors may not dispose of shares received as annual remuneration before a period of three years has elapsed from receiving them.

In 2024, remuneration was paid to the members of the Board of Directors as follows:

Irmeli Rytkönen	54,500	EUR		EUR 30,000 in company shares (28,436 shares), transferred in July 2024 (Board term 4/2024–3/2025)
Olli Pohjanvirta	27,000	EUR		EUR 15,000 in company shares (14,219 shares), transferred in July 2024 (Board term 4/2024–3/2025)
Juha Nurminen	28,000	EUR		EUR 15,000 in company shares (14,218 shares), transferred in July 2024 (Board term 4/2024–3/2025)
Karri Koskela	37,000	EUR		EUR 15,000 in company shares (14,218 shares), transferred in July 2024 (Board term 4/2024–3/2025)
Erja Sankari	34,000	EUR		EUR 15,000 in company shares (14,218 shares), transferred in July 2024 (Board term 4/2024–3/2025)

President and CEO and Group Management Team

Decision-making order and key principles of remuneration

The Board of Directors decides on the remuneration and grounds for the compensation paid to the President and CEO and other members of the Group Management Team. The Board of Directors also decides on possible incentive plans for senior management and key personnel, unless they are subject to the decision of the Annual General Meeting in accordance with the legislation.

The remuneration of the President and CEO and other members of the Group Management Team consists of monthly salary and a bonus plan decided on annually or semi-annually.

On 4 July 2022, the Board of Directors of Nurminen Logistics Plc decided to create two new share-based incentive programmes for the company's key personnel: a

performance-based share bonus plan 2022–2026 and a share bonus plan to encourage commitment 2022–2026.

The aim of the programmes is to harmonise the goals of key personnel and the shareholders of Nurminen Logistics Plc, and thus increase the company's value in the long term, promote economic and efficient performance, as well as encourage commitment of key personnel to the company by offering them a competitive, performance-based earnings opportunity.

Performance Share Plan 2022–2026

The Performance Share Plan 2022–2026 consists of three performance periods, covering the financial years of 2022–2024, 2023–2025 and 2024–2026 respectively.

In the plan, the target group is given an opportunity to earn Nurminen Logistics shares based on achieving performance targets set by the Board of Directors. The Board of Directors decides on the plan's performance criteria and targets to be set for each criterion at the beginning of a performance period. The potential rewards based on the plan will be paid after the end of each performance period.

During the performance period 2022–2024, the following performance criteria are used as the basis for the reward:

- Total Shareholder Return (TSR), weight 50%
- Operative Cash Flow and Change in Net Working Capital, weight 50%
- employee satisfaction (eNPS), a variable that can vary between 0.9 and 1.1.

The gross rewards to be paid on the basis of the performance period 2022–2024 correspond to the value of an approximate maximum total of 500,000 shares of Nurminen Logistics Plc. The Board of Directors has approved approximately 10 key employees as eligible for participating in the performance period 2022–2024.

Earning period 2023–2025 of the Performance Share Plan 2022–2026

On 22 November 2023, the company's Board of Directors decided on a new earning period for the plan, covering the financial years 2023–2025.

The target group of the plan during the earning period 2023–2025 includes the company's President and CEO and all members of the Management Team. In the earning period 2023–2025, the rewards are based on the total shareholder return (TSR) on Nurminen Logistics Plc's share and the ratio of net debt to EBITDA at the end of the financial year 2025.

The gross bonuses to be paid for the earning period are equal to a maximum total of 376,000 Nurminen Logistics Plc shares, including the cash share. Any rewards for the earning period 2023–2025 will be paid by the end of May 2026, partly in Nurminen Logistics Plc shares and partly in cash. The cash share is intended to cover the taxes and statutory social security contributions incurred by the participant from the remuneration.

The amount of remuneration paid based on the plan will be cut if the maximum value for remuneration paid for the earning period 2023–2025 set by the Board of Directors is reached.

Restricted Share Plan 2022–2026

The Restricted Share Plan is intended to be used as a tool in specific situations seen necessary by the Board of Directors, for example ensuring retention of key talent, attracting new talent or other specific situations determined by the Board.

The reward from the Restricted Share Plan 2022—2026 is based on a valid employment or director contract and the continuity of the employment or service. The plan is intended for selected key employees only, based on the decision by the Board of Directors.

The rewards to be earned on the basis of the plan will be paid by the end of May 2024, 2025 or 2026 but in any event a minimum twelve (12) months after the determination of the Reward.

The gross rewards to be allocated during 2022–2026 on the basis of the restricted share plan correspond to the value of up to 500,000 Nurminen Logistics Plc shares.

CEO Performance Share Plan

On 21 November 2023, the Board of Directors of Nurminen Logistics Plc resolved to establish a new Performance Share Plan for the CEO of the company. The purpose of the plan is to align the objectives of the company's shareholders and the CEO for increasing the value of the company in the long term.

The CEO Performance Share Plan consists of one earning period, which begins on 21 November 2023 and ends at the end of the financial year 2025.

In the plan, the CEO has the opportunity to earn Nurminen Logistics Plc shares as a reward based on the Total Shareholder Return (TSR) of the company. The potential rewards from the plan will be paid in three instalments during the financial years 2026–2027.

The value of the gross rewards to be paid on the basis of the plan corresponds to an approximate maximum total of 608,000 Nurminen Logistics Plc shares, also including the proportion to be paid in cash. The potential rewards from the plan will be paid partly in Nurminen Logistics Plc shares and partly in cash. The cash proportion of the reward is intended to cover taxes and statutory social security contributions arising from the reward to the CEO.

Salaries and fees

Olli Pohjanvirta acted as the company's President and CEO 1 January 2024–31 December 2024. In 2024, Olli Pohjanvirta was paid EUR 863,096 (of which a fixed salary component of 49%) for the performance of the duties of President and CEO.

In addition to a fixed monetary salary, the President and CEO has a car benefit, telephone and lunch benefit, statutory pension cover and retirement age, as well as

a voluntary individual pension insurance of up to EUR 10,000 paid annually. In 2024, EUR 9,052 was payable to the company.

The President and CEO belongs to a share-based long-term incentive plan, the first earning period (2022–2024) of which began in 2022 and the second (2023–2025) in 2023.

The salary and other benefits of the members of the Group Management Team other than the President and CEO in 2024 totalled EUR 1,136,245.