Consti Group Plc’s Remuneration Statement 2015

CONSTI GROUP PLC SALARY AND COMPENSATION REVIEW 2015

Compensation principles

Consti's compensation principles aim at rewarding good performance, increasing personnel motivation and committing management and staff to the company's goals. The CEO and other managers are compensated with a fixed monthly salary, in addition to which they belong to a performance based incentive plan together with other permanently employed white-collar workers.

The Board of Directors

Consti Group Plc's Annual General Meeting (AGM) decides the Board's rewards and expense compensations annually. The Nomination and Compensation Committee prepares a suggestion to the AGM of the Board's composition and compensations. The Committee prepares the Group's remuneration principles and short and long-term incentive programmes and monitors their execution and efficiency.

On April 2nd the AGM decided that the Chairman of the Board will not be paid compensation and the Board Members will be paid 750 euro per month. On 18.6.2015 the Extraordinary General Meeting decided that the Chairman will be paid 1,500 euro per month and Members will receive 750 euro monthly. The shareholders unanimously decided on 23.11.2015 that the Chairman will receive an annual reward of 30,000 euro and Members 15,000 euro annually. In addition, travel expenses for attending Board meetings will be compensated based on invoices. Committee work is not separately compensated.

CEO

The company's Board of Directors annually decide the CEO's rewards and compensations. The Nomination and Compensation Committee prepares a suggestion to the Board regarding the CEO and the terms of his/her employment.

The CEO receives a fixed monthly salary and an annual bonus that is tied to the result and the CEO's personal performance according to the scorecard defined by the company. The annual bonus can be no more than 60 percent of the CEO's annual fixed salary income. The CEO's remuneration can be reassessed annually. In 2015 the CEO was paid a salary for acting as CEO for Consti Group Plc and also Consti Talotekniikka Ltd, as well as bonuses earned in 2014, amounting to a total of 354,081 euro.

In addition, the CEO is entitled to a supplementary pension insurance paid by the company.

The CEO's notice period is six months. The severance pay is fixed to equal six month's gross wages prior to the termination of the employment. Additionally, when the company or the CEO terminates the employment, the CEO is entitled to compensation for the time period during which a non-compete obligation is ongoing. This compensation amounts to a maximum of six months' gross wages, with altering salary, provisions and bonuses not considered as part of the wages. Should the CEO's employment end with a termination of the CEO's contract due to a material breach of contract on the company's part, the CEO is entitled to the result-based-bonus of the ongoing fiscal year adjusted to the time period that the CEO was employed by the company that fiscal year.

Supplementary pension scheme for the CEO and Management Team

The CEO and part of the Management Team belong to the supplementary pension scheme for upper management. The supplementary pension is contribution-based, so the company is not liable for additional payments after the paid pension fee. Should the employment of an individual in the supplementary pension scheme end before the contractual retirement age; the individual is entitled to security that amounts to the pension savings accumulated thus far.

Management Team

The Board of Directors decide on the compensation of the Management Team. The Management Team Members receive a monthly fixed salary and a variable annual result-based-bonus according to the

corporate incentive scheme and each member's personal scorecard. The terms of remuneration of the Management Team can be adjusted annually. When necessary, the Committee shall prepare proposals regarding the appointment and compensation of other executives prior to Board meetings.

In 2015 the CEO and other Management Team Members were paid salaries and bonuses amounting to a total of 1,406,058 euro.

Short-term rewards – bonus scheme

The Group has a bonus scheme defined by the Board of Directors which aims at supporting the company's strategy and reward for its realisation and simultaneously provides the personnel with a competitive remuneration system. The bonus scheme's principles, terms, earning criteria, upper and lower limits of the result targets, as well as individuals belonging to the bonus scheme are determined annually by the Board of Directors.

Long-term rewards

Consti Group does not have a share-based or other long term incentive scheme.

The Board's salaries and compensation for Board work	EUR
Tapio Hakakari, Member and Chairman from 18 June 2015	11,500
Jyrki Jalli, Member until 2.4.2015	2,250
Antti Korkeela	9,500
Erkki Norvio	9,500
Janne Näränen	0
Petri Rignell	9,500
Pekka Salokangas	9,500
Niina Rajakoski, Member from 30 September 2015	3,500
Total	**55,250**

Management Team salaries and compensations 2015	Fixed monthly salary (EUR)	Performance bonus 2014 and paid compensations in 2015 (EUR)	Salary and compensations total (EUR)
CEO	220,171	133,910	354,081
Other Management Team Members	880,157	171,820	1,051,977
Total	**1,100,328**	**305,730**	**1,406,058**