



## Evaluation of remuneration to ÅF senior management 2018 in accordance with 9.1 and 10.3 of the Swedish Corporate Governance Code

The remuneration committee of ÅF Pöyry AB's Board of Directors includes the Chairman of the Board Anders Narvinger and the Board members Joakim Rubin and Maud Olofsson.

The role and responsibility of the Remuneration Committee is the salary, pension, variable remuneration and other terms of employment for the CEO and other senior executives. In addition, thereto, the Remuneration Committee makes proposals to the Board of Directors for long term incentive programs.

In accord with 9.1 and 10.3 of the Swedish Corporate Governance Code, the Remuneration Committee evaluates the programs for variable remuneration which have been in force during the year (including continuing as well as expired programs), the compliance with the principles for remuneration to the senior executives adopted by the annual general meeting, as well as current remunerations at ÅF Pöyry.

The Board of Directors report from the evaluation is as follows.

### Description of the remunerations to senior executives during the past year

The remunerations to senior executives include both fixed and variable salary, as well as the possibility to participate in a convertible debenture program (long term incentive program - LTI), pension and other benefits. The ambition is to attract, motivate and retain senior executives and key staff. The remunerations shall be based on market conditions and be competitive on the markets where ÅF Pöyry is active, as well as promoting the interests of the shareholders.

### Variable compensation during the year

The short-term variable compensation (Short Term Incentive – STI) is based on the achievement of yearly targets. STI to senior executives for 2018 have not exceeded 60% of their fixed salary, in accordance with the principles resolved upon by the Annual General Meeting of 2018.

Since 2015, a convertible debenture program is offered as LTI to senior executives and key staff. The program was subscribed to 94,3% of the financial limit. More information about the long-term incentive programs is available in the annual report for 2018 and on the ÅF Pöyry website [www.afconsult.com](http://www.afconsult.com).

### Evaluation of programs for variable remuneration

The Remuneration Committee follow up and evaluates the STI and LTI and the expected results are reported to the Board and have been discussed at Board Meetings. Further, the Remuneration Committee follow up on the senior executives' participation in the offered long term incentive programs.



## Evaluation of principles for remuneration to senior executives

The Remuneration Committees evaluation shows that the principles for remuneration to senior executives resolved upon by the Annual General Meeting of 2018 have been adhered to. This view is shared by the auditors.

## Evaluation of current remuneration structure

The Remuneration Committee has evaluated the fixed and variable compensation levels and has found them to follow market practice. Since ÅF Pöyry is an increasingly international business, it is proposed that the Annual General Meeting 2019 resolves upon a three-year convertible debenture program aimed at employees in several countries, with the same design as in recent years, along with a three-year cash based long term incentive program. Senior executives shall be offered participation in both programs, while key staff can participate in the convertible debenture program.

Stockholm, February 2019  
ÅF Pöyry AB (publ)  
Board of Directors

*This English version is a translation of the Swedish original. The Swedish text is the binding version and shall prevail in the event of any discrepancies.*