REMUNERATION POLICY 2024

Basis for remuneration and key criteria

Remuneration Policy

This remuneration policy introduces the framework for the remuneration of Consti's Board Members and the CEO. This remuneration policy also applies to the Deputy CEO, if appointed.

The remuneration policy shall be presented to the Company's Annual General Meeting of Shareholders at least every four years unless a revised policy is presented to the AGM before that. Minor technical amendments, that are not considered as material, may be made to the remuneration policy without presenting a revised policy to the AGM. Such amendments can be for example technical amendments that relate to decision-making process applied in remuneration, terminology used in remuneration or regulatory changes.

This remuneration policy has been approved by the Board of Directors of Consti Plc. The changes of this remuneration policy relate to minor technical amendments which are not considered as material. There are no points in the new remuneration policy that would have been addressed in the resolution of the Annual General Meeting concerning the previous remuneration policy. Since the confirmation of the previous remuneration policy, no shareholder statements have been made at the Annual General meetings in connection with the handlings of remuneration reports.

Under the amended Shareholder Rights Directive (EU) to be implemented in Finland, this remuneration policy will be handled at the Annual General Meeting on 3 April 2024. The resolution of the General Meeting is advisory, but all remuneration must be in line with this remuneration policy presented to the shareholders. The intention is that this remuneration policy will be valid for four years until the Annual General Meeting of 2028.

The remuneration report providing information on the remuneration paid during a specific financial period is available as a separate document.

Basis for remuneration

The purpose of this remuneration policy is to promote the company's long-term financial performance and create long-lasting shareholder value by hiring, committing and motivating the company's top management to implement Consti's strategy in the interest of all stakeholders. The primary purpose of this remuneration policy is to ensure that Consti applies performance-based remuneration that will reward employees for their commitment to Consti's strategy in a simple, open and clear manner.

The remuneration policy is based on the following key criteria:

- The company offers competitive earnings in terms of the overall remuneration
- The company emphasises performance-based remuneration by ensuring that some of the CEO's overall remuneration is based on performance-related incentives
- The company emphasises shareholders' interests by ensuring that some of the CEO's annual variable remuneration can be based on long-term share-based incentive schemes

This remuneration policy will comply with the remuneration practices applied to Consti's personnel. This can be seen, for example, in the criteria applied to variable remuneration that derive from the company's strategy in order to support the company's profitable growth and that the CEO and other personnel partly share. The Board Members do not participate in the same possible share-based incentive schemes with the company's top management or other personnel. The CEO's current contract complies with the remuneration policy.

Decision-making process for remuneration

Decision-making process for remuneration

Remuneration is managed through clearly defined processes together with the Annual General Meeting, the Board and the Board's Nomination and Remuneration Committee.

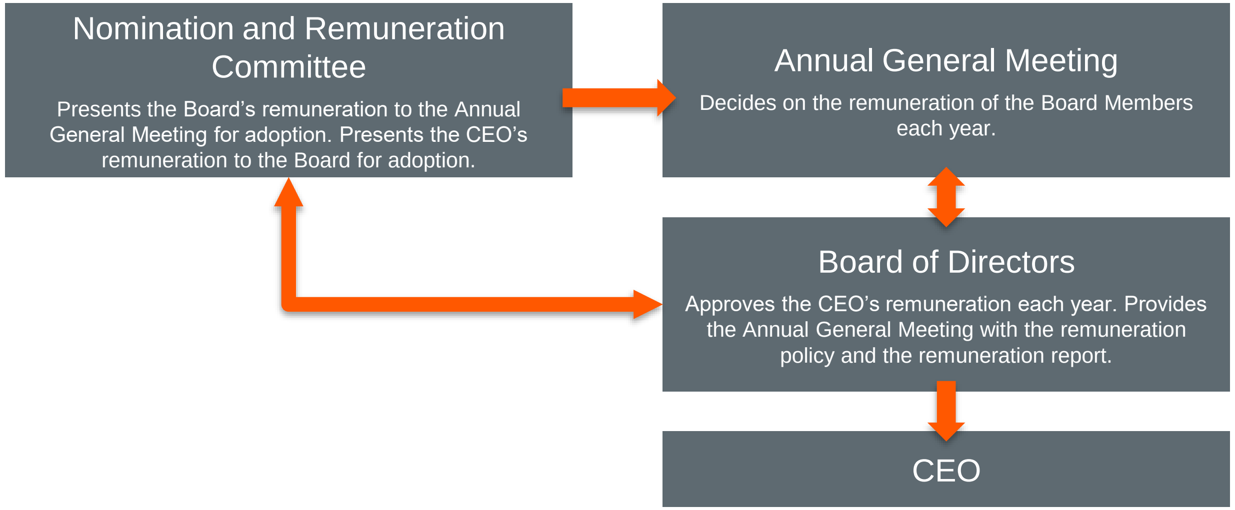
At the recommendation of the Board's Nomination and Remuneration Committee, the Board will present the remuneration policy to the Annual General Meeting at least every 4 years and the remuneration report annually (as from 2021). The shareholders will make an advisory decision on the remuneration policy and report in accordance with the applicable laws.

The Annual General Meeting will annually decide on the Board Members’ remuneration based on the proposal of the Board's Nomination and Remuneration Committee that also considers the remuneration criteria set out by Consti’s Board. The Board's remuneration criteria must not provide any restrictions on the shareholders’ options to decide on the Board’s fees.

The Board will annually approve the remuneration payable to the CEO based on the proposal made by the Board’s Nomination and Remuneration Committee within the parameters of this remuneration policy. The Board will monitor and assess how the remuneration was implemented each year and ensure that it corresponds to the remuneration policy.

All conflicts of interest have been taken into consideration when making the decisions concerning remuneration. In order to avoid conflicts of interest, the CEO does not serve as a Board Member of the company or contribute to any decisions made with regard to the remuneration of the CEO.

The CEO may be granted company shares, options or other rights entitling to shares as a form of remuneration, which serves the shared interests of both the CEO and the shareholders. The Board, as authorised by the General Meeting, or the General Meeting itself decides on whether shares, options or other rights entitling to shares are granted to the CEO as part of his/her remuneration.



Remuneration of the Board of Directors and the CEO

Remuneration of the Board of Directors

The shareholders will decide on the remuneration of the Board of Directors annually at the General Meeting in accordance with the remuneration policy and applicable laws. The Board's Nomination and Remuneration Committee will prepare a proposal to the General Meeting with respect to the Board's remuneration.

In its proposal for remuneration, the Nomination and Remuneration Committee will take into consideration the Board Members' responsibilities and duties towards the company. In addition, the Committee will compare the Board's remuneration to other companies of the same size that operate in a comparable business environment.

The remuneration of the Board is not linked to the company's performance due to the nature of the Board's duties and responsibilities. The General Meeting may decide that part of the Board's remuneration is paid in the company's shares. The Board's remuneration can be comprised of one or multiple components, such as annual remuneration and possible meeting fees.

If a Board Member is in an employment or service relationship with the company, the General Meeting will decide on the remuneration paid to them for their Board duties. The terms and conditions applied to the Board Member's employment or service relationship will be determined in accordance with the company's ordinary practice as well as the Board Member's duties and role.

Remuneration of the CEO

The remuneration of the CEO and the Deputy CEO (where applicable) can be comprised of a fixed salary, pension and other benefits as well as variable salary items. The variable salary items include both short-term and long-term incentive schemes.

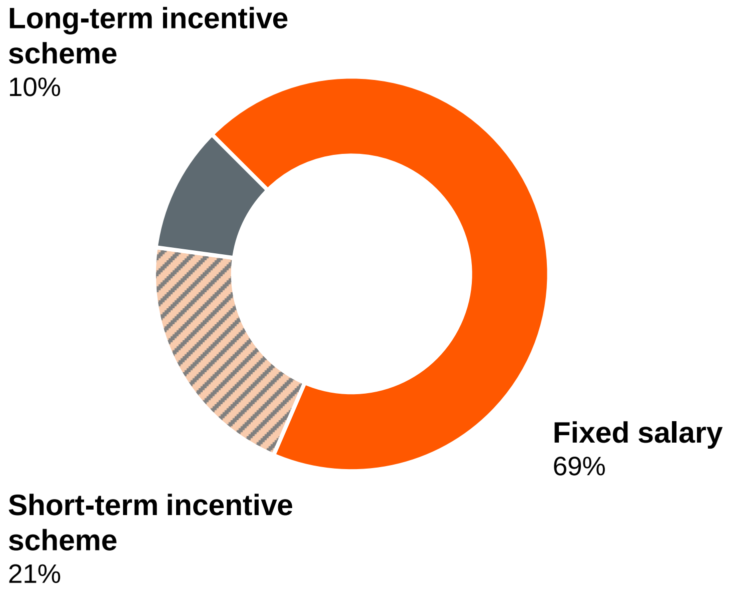
The purpose of the variable remuneration is to guide the CEO to achieve the short-term and long-term financial and operative goals, to support the implementation of the company's strategy, to increase the shareholder value as well as to commit the CEO to the company.

To emphasize the connection between remuneration and the development of Consti's shareholder value, the long-term incentive schemes may include share-based share award schemes or option schemes in accordance with the Board's discretion, the remuneration policy, the valid authorisations and the applicable laws.

The Board will adjust the variable remuneration annually based on the fair value of the achieved target level. If the CEO achieves the target level, the variable remuneration will constitute a considerable part of the CEO's total remuneration. When calculating the fair value of the target level, it is assumed that, on average, 50% of the maximum bonuses payable pursuant to performance-based incentive schemes will be achieved. When calculating the fair value of the share-based schemes, the value of the share at the beginning of the accumulation period will always be used.

Proportional shares of the elements that affect the CEO's remuneration

(fair value of the target level)



NB: In order for the CEO to be enrolled in Consti's current long-term incentive scheme, the CEO must fully convert the performance-based bonus payable to the CEO pursuant to the short-term incentive scheme into a part of the long-term incentive scheme.

REMUNERATION ELEMENT	PURPOSE AND RELATION TO STRATEGY	DESCRIPTION AND FUNCTION
Fixed salary	Solicits and commits persons who have the required skills and experience to lead our business operations	• The amount of fixed salary will usually be adjusted on an annual basis. • The Board may contemplate various factors when deciding whether to adjust the CEO's fixed salary, including raises granted to Consti's employees on a national level as well as market comparison data, business performance, the scope of the CEO's duties and personal performance. • The fixed salary paid to the CEO and any annual raises will be disclosed in the annual remuneration report. • The Board will take into consideration the remuneration paid to and the national average for annual raises granted to employees as an important factor when determining the annual increase to the CEO's base salary. • The fixed salary usually includes the base salary and fringe benefits. • The CEO's annual fixed salary also includes any holiday pay paid in accordance with applicable local laws and market practice.
Short-term incentive scheme	Rewards and promotes the achievement of our financial, strategic and operative goals in accordance with our business strategy	• The bonus payable pursuant to the short-term incentive scheme may vary between 0–60% of the CEO's fixed salary. At the target level, the bonus is 30% of the CEO's fixed salary. • The Board will annually set goals and establish how the goals are weighed in order to ensure that they serve the purposes of Consti's short-term business strategy. These may vary on an annual basis in order for the key focus points of the company's business operations to be better taken into consideration, and they will typically incorporate some of the group's financial performance indicators (e.g. profitability and working capital) and non-financial indicators (e.g. key operative, strategic, social, environmental or administrative indicators or other indicators related to sustainable development) provided that the majority of the weight is allocated, in each year, to the financial performance indicators. The accumulation period (earning period) that applies to the short-term incentive scheme is 1 year. • Both the financial and the non-financial goals set under the short-term incentive scheme work together to promote the company's long-term interests. • After the accumulation period ends, i.e. at the beginning of each year, the Board will assess to which degree each goal has been met in order to assess the amount of payable bonus. • The payment of the bonus can be deferred at the discretion of the Board.
Long-term incentive scheme	The purpose of the long-term incentive scheme is to ensure the implementation of the company's strategy and increase its shareholder value in the long run and to commit the CEO to the company	• The Board will annually decide the structure of the long-term incentive scheme and other related details at its own discretion in order to ensure that the long-term incentive best promotes Consti's success and the growth of its shareholder value in the long run. • The long-term incentive scheme can be a performance-based scheme or a share-based incentive commitment scheme, option scheme or some other incentive mechanism determined by the Board. • The total time span of the long-term incentive scheme will always be at least 3 years. The Board may set assessment periods of 1–3 years for the assorted accumulation criteria within the total time span. • At target level, the fair value of the bonus payable pursuant to the long-term incentive scheme may vary between 0–60% of the CEO's fixed salary. • As of this date, Consti's long-term incentive scheme is based on the performance-based bonus earned within the parameters of the aforementioned short-term incentive scheme that can be fully converted into a share-based long-term incentive commitment scheme where the bonus can be paid in the form of company shares.
Pension	Provides a competitive pension in accordance with local market practice.	• The pension arrangements correspond to local market practice and are subject to change on an annual basis. • The CEO is entitled to opt in to pension programmes that correspond to local market practice. • In addition to the statutory Finnish pension system, the CEO may also be covered by a supplementary pension insurance. The possible supplementary pension insurance is contribution-based. As such, the company will not incur other additional liabilities for this insurance coverage than the insurance contributions that have already been made. The retirement age is based on the CEO's contract. In the event that the CEO's contract is terminated before the CEO reaches the retirement age set out in the CEO's contract, the insured is entitled to coverage that corresponds to the pension savings.
Other benefits and incentive schemes	Provides competitive benefits, supports recruitment and commitment	• Benefits are provided in accordance with material local market practice and are subject to change on an annual basis. • Other benefits may comprise e.g. phone and car benefits as well as health insurance, private accident insurance, private life insurance, private disability insurance, commuting insurance and director's liability insurance. • The CEO is entitled to opt in to incentive schemes provided to other Consti employees at any given time.

Remuneration of the CEO (continued) and temporary deviation from the remuneration policy

Discretion and clawback

Any bonuses paid to the CEO based on variable salary items (short-term and long-term incentive schemes) are subject to discretion (adjustment before payment) and clawback (clawback of already paid bonuses) in the event that Consti's financial statements must be adjusted due to a material misuse or conduct that is contrary to Consti's best interests and if these adjustments affect the amount of payable bonus; or in the event that the performance criteria that apply to the incentive schemes and their performance levels have been manipulated; or if conduct that is in breach of business or labour laws or Consti's Code of Conduct or which is otherwise unethical has occurred.

The use of discretion and any clawback of paid bonuses will be reported in the annual remuneration report.

CEO's contract and severance payments

The current CEO's contract remains valid for the time being. The CEO is subject to a six-month notice period, and the CEO is entitled to a severance payment that corresponds to the CEO's gross salary for the six months preceding the CEO's termination. Furthermore, in the event that either the company or the CEO terminates the CEO's contract, the CEO is entitled to compensation that corresponds, at maximum, to six months of the CEO's gross salary for the duration of the non-compete clause that applies to the CEO. No variable salary items, commissions or bonuses will be taken into consideration when calculating the aforementioned compensation.

Whether the bonuses payable based on short-term or long-term incentive schemes are taken into account will be determined based on when and on what grounds the CEO's contract is terminated. The CEO will not be paid these bonuses in the event that Consti or the CEO notifies the other party of the termination of the CEO's contract or terminates the CEO's contract before the bonuses are paid. However, in such case, the Board is entitled to decide whether the CEO is entitled to bonuses that have accumulated up until the date on which the CEO's contract is terminated.

In the event that the CEO's contract is rescinded due to the company's material breach of contract, the CEO is entitled to the performance bonus payable for the relevant financial period as adjusted by the number of months/days that the CEO has served under the company during the financial period in question.

Deviations from the remuneration policy

At the recommendation of the Nomination and Remuneration Committee, the Board may temporarily deviate from all provisions of this remuneration policy at its own full discretion in the following cases:

- the CEO or the deputy CEO (where applicable) changes;
- material changes occur in the structure, organisation, ownership structure or business operations of the company (e.g. mergers, corporate takeovers, demergers, corporate acquisitions, etc.) that may require changes to the short-term or long-term incentive schemes or other incentive schemes in order to secure the continuity of the company's management; and
- in all other circumstances where a deviation from the remuneration policy may be required in order to secure the company's long-term interests or the viability of its business operations.

The Board must carefully consider whether a deviation should be made from the remuneration policy and notify shareholders of any such deviation at the latest in the remuneration report that will be processed at the next Annual General Meeting. In the event that a deviation that is intended to be temporary continues for such a period of time that renders it no longer temporary, the Board must present a new remuneration policy to the next General Meeting.