



## Panostaja Oyj's Share-Based Incentive and Commitment Plan

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Panostaja Oyj, Other information disclosed according to the rules of the Exchange 27 April 2026, at 14.15 p.m.

### Panostaja Oyj's Share-Based Incentive and Commitment Plan

Panostaja Oyj's Board of Directors has resolved to approve a share-based long-term incentive and commitment plan for the CEO and the members of the Management Team (the "Plan"). The objective of the Plan is to incentivise and commit key personnel for the long-term on implementation of the company's strategy, to increase shareholder value over the long term, and to align the objectives of the company's shareholders and key personnel in enhancing the company's value. The incentive and commitment plan now decided upon is in line with the remuneration policy that was consultatively approved by the Annual General Meeting on 15 April 2026.

The Plan is performance-based and comprises of one three-year earning period. The company does not have any overlapping long-term incentive plans or earning periods in effect simultaneously. The Board of Directors shall decide separately on the possible commencement of a new long-term earning period as well as on its performance criteria, other terms and participants. The Board of Directors has decided on the first earning period of the Plan, which commenced on 1 January 2026 and will end on 31 December 2028.

The Board of Directors has selected the CEO and three members of the Management Team to participate in the first earning period of the Plan covering the years 2026–2028. In accordance with the terms and conditions of the Plan, the Board of Directors may decide to include new participants in the Plan during the performance period. As a general rule, if a participant's employment or service relationship terminates before the payment of the reward, no reward will be paid.

For the period 2026–2028, one earning criterion has been set, on the basis of which any potential reward payment will be determined by the development of total shareholder return (TSR) of the company's share. Payment of rewards is conditional upon reaching the minimum target level set for the performance criterion. If the maximum target level is reached, the total gross rewards payable under the earning period will amount to a maximum of approximately 1,740,599 shares in Panostaja Oyj, corresponding to a value of EUR 538,000 based on the volume-weighted average share price of Panostaja's share in March 2026. The aim is to pay any rewards to the participants in shares of Panostaja Oyj and/or in cash by the end of March 2029.

A transfer restriction applies to the net shares granted as a reward during the vesting period. The vesting period for the first earning period begins upon payment of the reward and ends gradually two years after the end of the earning period. The Board of Directors of Panostaja recommends that each key executive retain ownership of at least half of the shares received under the share-based incentive plan until the value of their shareholding in the company corresponds to one third (1/3) of their annual base salary. In addition, the CEO is required to retain ownership of half of the shares received under the Plan until the value of his or her shareholding in the company corresponds to his or her annual base salary at the time of payment.

### Panostaja Oyj

Board of Directors

Additional information:

Chairman of the Board, Juha Sarsama, Panostaja Oyj, +358 40 774 2099

*Panostaja is an investment company developing Finnish companies in the growing service and software sectors as an active shareholder. The company aims to be the most sought-after partner for business owners selling their companies as well as for the best managers and investors. Together with its partners, Panostaja increases the Group's shareholder value and creates Finnish success stories. Panostaja has a majority holding in four portfolio companies. Panostaja's shares (PNA1V) are quoted on the Nasdaq Helsinki Stock Exchange. In the 2025 financial year, the Group's net sales totaled MEUR 146.4.*

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### Attachments

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