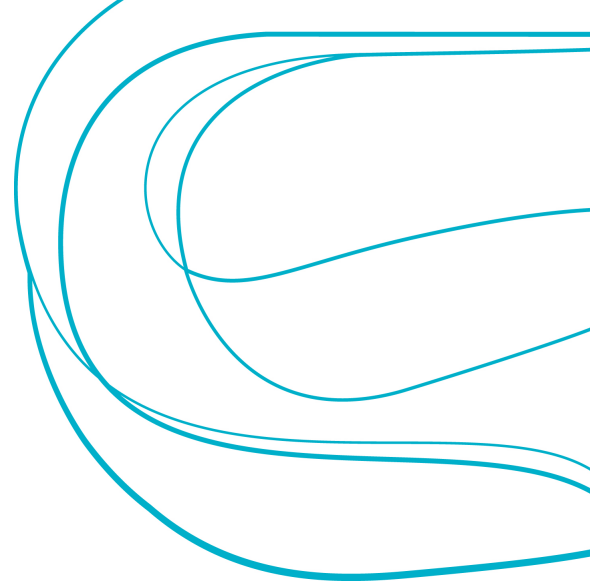


# Remuneration of Glaston Corporation's Board of Directors, President & CEO and Executive Management Group in 2013



## Remuneration of the Members of the Board

The 2013 Annual General Meeting approved annual remuneration to the Chairman of the Board of Directors amounting to EUR 40,000, to the Deputy Chairman EUR 30,000 and to other Members of the Board EUR 20,000. In addition, the Chairman of the Board was paid a meeting fee of EUR 800 and the other Members of the Board EUR 500 for those meetings of the Board that they attended. Remuneration for meetings held by telephone was paid on a different basis. In 2013 the Board of Directors' remuneration totalled EUR 180,600.

The travel expenses of Members of the Board are compensated in accordance with the Company's travel rules. None of the Members of the Board receives from the Company remuneration unconnected with their work on the Board of Directors. The Members of the Board are covered by voluntary pension insurance accrued from their Board of Directors' remuneration. The value of the pension insurance corresponds with the Finnish TyEL pension scheme.

EUR	2013 annual fee	meeting fee	2012 annual fee	meeting fee
Andreas Tallberg, Chairman	40,000	7,600	40,000	7,200
Christer Sumelius, Deputy Chairman	30,000	4,900	30,000	4,000
Claus von Bonsdorff	20,000	4,400	20,000	4,500
Teuvo Salminen	20,000	4,900	20,000	4,500
Pekka Vauramo	20,000	3,900	20,000	4,500
Anu Hämäläinen *)	20,000	4,900	15,000	3,000
C-J Rosenbröjjer **)	20,000	-	5,000	2,000
<b>Total</b>	<b>150,000</b>	<b>30,600</b>	<b>150,000</b>	<b>29,700</b>

\*) member of the Board of Directors from 27 March, 2012

\*\*\*) member of the Board of Directors until 27 March, 2012

## Remuneration of the President & CEO and the Executive Management Group

Remuneration of the President & CEO and the Members of the Executive Management Group consists of a fixed monthly salary, an annual bonus (variable salary component) and a share-based incentive plan (variable salary component) intended as a long-term reward. The annual bonus is determined on the basis of Glaston's financial performance. The indicators used are the Group's result and the business area's or business unit's result as well as function-specific targets. The maximum amount of the President & CEO's annual bonus is 50% of annual salary. For the other members of the Executive Management Group, the maximum amount of annual bonus is 40% of annual salary.

In addition, the President & CEO has a separate share bonus plan, on the basis of which he received one year after the start of his employment relationship, i.e. on 3 September 2010, a total of 50,000 Glaston Corporation shares as well as cash to the sum required for the taxes and tax-related payments arising from the distributed shares on the date that the shares were awarded. The President & CEO also participates in the Company's current incentive schemes for key individuals

The President & CEO's period of notice is three months. In addition, the President & CEO is paid compensation corresponding to 12 months' salary if he is dismissed by the Company. If more than 50% of the Company's shares are transferred to a new owner in connection with a merger or acquisition, the President & CEO shall have the right to terminate his employment contract with 1 month's notice, in which case he shall be paid one-off severance pay of EUR 200,000.

The President & CEO has the opportunity to retire at 63 years of age. The President & CEO and one member of the Executive Management Group are entitled to a supplementary pension that exceeds the statutory scheme. The retirement age of other members of the Executive Management Group is in accordance with normal local legislation.

The table presents the total remuneration of the President & CEO and the Members of the Executive Management Group in 2013.

### Salaries and bonuses paid to the Group's Executive Management Group

EUR	2013	2012
<b>President &amp; CEO Arto Metsänen</b>		
Paid salary	374,319	355,530
Paid bonuses		84,000
Total salary	374,319	439,530
Fringe benefits	18,722	18,065
<b>Total</b>	<b>393,041</b>	<b>457,595</b>
Statutory pension contributions (TyEL or similar scheme)	70,747	82,367
Voluntary pension contributions	45,429	57,162

EUR	2013	2012
<b>Other Executive Management Group, total *)</b>		
Paid salaries	1,008,509	1,293,328
Severance pay	0	540,000
Paid bonuses	165,700	185,576
Total salaries	1,174,209	2,018,904
Fringe benefits	28,494	99,731
<b>Total</b>	<b>1,202,703</b>	<b>2,118,635</b>
Statutory pension contributions (TyEL or similar scheme)	146,661	192,886
Voluntary pension contributions	27,804	71,767

\*) The remuneration includes salaries only for the period they have been members of the Executive Management Group.

### Share-based incentive plans

On 12 December 2011, Glaston's Board of Directors decided on a share-based incentive plan for the Group's key personnel. The share bonus plan has three performance periods, namely the calendar years 2012, 2013 and 2014. The company's Board of Directors decides on the plan's performance criteria and the targets set for them at the beginning of each performance period.

The share bonus plan's target group consists of around 25 people. The bonuses payable on the basis of the plan will correspond during three years to a maximum of 4.8 million Glaston Corporation shares. In January 2014, the Company's Board of Directors decided to withdraw the plan. No rewards were paid during the scheme's period of validity.

On 7 February 2013, Glaston's Board of Directors decided on a new share-based incentive plan for key individuals. The share bonus plan has one performance period, which began on 15 March 2013 and ends on 15 March 2014. Participation in the plan and receipt of rewards for the performance period require that a key employee subscribed for the company's shares in the share issue organised in spring 2013. Rewards of the plan will be paid in April 2014 as cash instead of shares in accordance with a decision of the Board of Directors, provided that the key employee's employment or service with the Group is in force and that he or she still owns the shares subscribed for in the share issue.