



# Remuneration Policy for Governing Bodies at OP Financial Group

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### 1 INTRODUCTION

OP Financial Group's Remuneration Policy for Governing Bodies supports the implementation of OP Financial Group's mission as well as the strategy and the annual business targets derived from the strategy. The following Group-level principles, which guide all remuneration at OP Financial Group, lie behind the Remuneration Policy:

- Remuneration attracts, encourages and motivates skilled people
- Remuneration is in line with OP Financial Group's core values, mission and strategy, and it contributes to their implementation
- Rewarding for excellent performance
- Remuneration is competitive as a whole
- Remuneration schemes comply with regulation, takes account of responsibility issues and sustainability risks, and do not encourage excessive risk-taking
- Remuneration is simple, transparent and understandable.

In addition to the abovementioned remuneration principles, a uniform pay policy guiding the entire OP Financial Group's remuneration and the remuneration scheme apply to all those with an employment or executive contract with OP Financial Group.

### 2 DESCRIPTION OF DECISION-MAKING PROCESS

Upon proposal by the Nomination and Remuneration Committee, OP Cooperative's Board of Directors decides on the Remuneration Policy for Governing Bodies at OP Financial Group. OP Cooperative's Supervisory Council confirms the remuneration principles that lie behind the Remuneration Policy.

Descriptions of the decision-making process for governing bodies are presented as part of each governing body.

### 3 STRUCTURE AND DECISION-MAKING PROCESS OF MANAGEMENT REMUNERATION

#### 3.1 OP Cooperative's Supervisory Council

The Cooperative Meeting is responsible for deciding on compensation payable to OP Cooperative's Supervisory Council and the OP Financial Group Nomination Committee is responsible for related preparation. Supervisory Council compensation comprises attendance fees and monthly fees.

The Chair, Vice Chairs and members of the Supervisory Council are covered by voluntary pension insurance, as referred to in the Employees Pensions Act, through Ilmarinen Mutual Pension Insurance Company (only monthly fees accumulate TyEL pension)

### 3.2 OP Cooperative's Board of Directors

OP Cooperative's Supervisory Council is responsible for deciding on compensation payable to OP Cooperative's Board of Directors and the Supervisory Council's Nomination Committee is responsible for related preparation. Board Compensation comprises attendance fees and monthly fees.

Neither a separate monthly fee for being a Board member nor any attendance fee is paid to the President and Group Chief Executive Officer.

The Chair, Vice Chairs and members of the Board of Directors are covered by voluntary pension insurance, as referred to in the Employees Pensions Act, through Ilmarinen Mutual Pension Insurance Company (only monthly fees accumulate TyEL pension).

## 4 STRUCTURE AND DECISION-MAKING PROCESS FOR REMUNERATION TO THE PRESIDENT AND GROUP CHIEF EXECUTIVE OFFICER AND HIS DEPUTY

OP Cooperative's Supervisory Council is responsible for appointing the President and Group Chief Executive Officer acting as OP Cooperative's CEO, and the Supervisory Council's Nomination Committee is responsible for related preparation. A written executive contract, approved by the Supervisory Council, stipulates the terms governing the employment of the President and Group Chief Executive Officer and his deputy.

OP Cooperative's Board of Directors decides on the annual review of the fringe benefits for the President and Group Chief Executive Officer and his deputy and responsibility for related preparation rests with the Nomination and Remuneration Committee of the Board of Directors.

The remuneration paid to the President and Group Chief Executive Officer and his deputy consists of the following three components:

- 1) Fixed salary
- 2) Performance-based bonus and
- 3) Supplementary pension.

### 1. Fixed salary

Fixed salary is total salary that contains pay in cash and fringe benefits, with the job grade, responsibility, personal performance and the market situation constituting its basis. A pay review can be performed on an annual basis according to the decision-making procedure described above. Fringe benefits include an employer-provided mobile phone, company car and a housing fringe benefit, if any. In addition, the President and Group Chief Executive Officer and his deputy are entitled to the same employer-provided banking, insurance and health services benefits as with other personnel.

### 2. Performance-based bonus

The performance-based bonus is aimed at guiding, engaging and incentivising the President and Group Chief Executive Officer and his deputy to implement OP Financial Group's strategy. The performance-based bonus metrics are tied to OP Financial Group's strategy and the annual business or personal targets derived from them. The metrics may be quantitative and/or qualitative. Their minimum, target and maximum levels are annually

decided as described in the decision-making procedure above. The performance-based bonus may also involve an earnings factor based on OP Financial Group's result or the result recorded by a Group company. The performance period for the performance-based bonus is one calendar year and the maximum performance-based bonus payable to the President and Group Chief Executive Office equals his 12-month fixed pay and to his deputy his 10-month fixed pay.

The performance-based bonus is paid, provided that preconditions, for example, for OP Financial Group's liquidity, capital adequacy and profitability decided annually by OP Cooperative's Board of Directors are fulfilled. Furthermore, bonuses earned will be reduced before bonus payout or they can altogether remain unpaid if binding internal guidelines within the Group or task or regulatory requirements have been ignored and separately specified qualitative or risk management elements have been materialised. Paid bonuses may also be fully or partly clawed back if the President and Group Chief Executive Officer or his deputy is found guilty of misdemeanours, or intentionally endangered the future of business, or violated the law.

A regulatory deferral procedure applies to the payment of performance-based bonuses and the payment of half of the bonus in other than cash, if the variable remuneration of the President and Group Chief Executive Officer and his deputy for a 12-month performance period exceeds 50,000 euros and constitutes at least a third of the combined annual bonuses.

If the euro maximum for deferral is exceeded, 60% of the remuneration will be paid immediately and 40% is deferred and the deferred bonus will be paid in equal instalments within the next five years. The value of the reference instrument decided by OP Cooperative's Board of Directors is used as the non-cash payment. The bonus tied to the reference instrument will be paid after a 12-month retention period.

### **3. Supplementary pension**

The supplementary pension of the President and Group Chief Executive Officer is based on a defined benefit plan and his retirement age is 65 years. The President and Group Chief Executive Officer is covered by OP Bank Group Pension Foundation's supplementary pension scheme. Pension accrued under the supplementary pension scheme may begin to be disbursed as a paid-up pension before the old-age pension if employment with OP Financial Group terminates. The supplementary pension of the deputy to the President and Group Chief Executive Officer is based on a defined benefit plan and his retirement age is 63 years. The supplementary pension plan for the deputy to the President and Group Chief Executive Officer has been arranged through OP Life Assurance Company Ltd.

#### **Termination of executive contract**

The period of notice applicable under the executive contract of the President and Group Chief Executive Officer and his deputy is six months. Upon termination of employment in cases specifically stipulated in the executive contract, the President and Group Chief Executive Officer and his deputy are entitled to a severance pay and a sum equivalent to the 12 months' pay and 6 months' pay, respectively.