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## REMUNERATION STATEMENT 2009

### Principles applied to remuneration schemes

The goal of remuneration schemes is to promote competitiveness and long-term financial success of the Company and to contribute to the favourable development of shareholder value. Remuneration schemes are based on predetermined and measurable performance and result criteria.

The task of Board's Nomination and Remuneration Committee is to assist the Board of Directors in matters related to the remuneration of the Company's CEO, the deputy CEO and the senior management and to prepare matters related to the reward schemes for employees.

### Decision-making process

The General Meeting shall decide on the remuneration payable for Board and Committee work as well as the basis for its determination. The Nomination and Remuneration Committee has been assigned the duty of preparing the remuneration of the Board. The Board of Directors shall decide on the remuneration of the CEO as well as other compensation payable to him or her. The compensation principles for the Management Group are determined by the CEO in cooperation with the Board of Directors.

### Remuneration of the Board of Directors

According to the resolution passed by the Annual General Meeting of 2009, the remuneration for each member of the Board of Directors is 600 euros per meeting and for the Chairman of the Board of Directors 1,200 euros per meeting. In addition, each member of the Board receives 1,300 euros per month and the Chairman of the Board of Directors 2,600 euros per month. In addition daily allowances and travel expenses are paid to the Board members according to the Company's travel policy.

No separate remuneration is paid for the Nomination and Remuneration Committee members. Daily allowances and travel expenses are paid for the meetings to the committee members according to the Company's travel policy.

Remuneration for Board and Committee work is not paid in the form of Company shares and the Board members are not in the target group of company's share-based incentive plan.

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## Remuneration of the CEO and other executives

The CEO's compensation consists of a basic salary and a yearly bonus decided annually by the Board on the basis of the corporation's financial result and other key targets. The maximum amount of yearly bonus is decided annually. In addition the CEO has car and phone benefits. Matti Hyytiäinen belongs to the target group of a share-based incentive plan for the key employees of Etteplan Group. Statutory retirement age applies to the CEO. In the event of dismissal, the CEO is entitled to receive compensation equivalent to 18 months' salary which includes the salary for a six-month term of notice.

The system of compensation for the members of the Management Group includes a base salary and a profit-related bonus. The principles for profit-related bonus are decided annually. In 2009 the profit-related bonus was based on the Company's profit and the result within the member's area of responsibility. The maximum of the yearly bonus is 25-100 percent of the recipient's annual salary depending on the member's duties. Members of the Management Group are included in the share-based incentive plan for the Company's key personnel. No separate agreement has been made regarding early retirement for members of the Management Group. In the event of dismissal, a Management Group member is entitled to receive compensation equivalent to 10 months' salary which includes the salary for a four-month term of notice.

## Information on the service contract of the CEO

In 2009, President and CEO Matti Hyytiäinen's basic salary was EUR 239,912. In 2009, his car and phone benefits totaled to EUR 16,020. In addition, EUR 43,702 performance based bonus was paid to President and CEO in 2009.

The bonus accrued from 2008 and paid in April 2009 was 4 451 Etteplan Oyj shares together with an estimated cash bonus to cover taxes and similar charges arising from the receipt of shares. According to the resolution made by the Board of Directors of Etteplan Oyj no company-held shares there were no disposal for the 2009 earnings period. In 2009 EUR 9 500 was paid for the additional accrual basis pension insurance policy for the President and CEO.

## Share-based incentive plan

In 2008, the Etteplan Oyj Board of Directors decided on a new share-based incentive plan for senior management and other key employees. The plan, launched at the beginning of 2008, comprises 37 people in 2008 and 39 in 2009. The share-based incentive plan offers the target group the opportunity to receive Etteplan Oyj shares as remuneration.

The plan includes three earnings periods: calendar years 2008, 2009, and 2010. The amount of remunerations paid is tied to objectives that are set annually. The Board is authorized to make decisions related to the share-based incentive plan by earnings period. At the beginning of each earnings period, the Board of Directors reviews the target group and specifies the maximum number of shares per person that can be earned. Remunerations paid out from the incentive plan are paid in three instalments, as company shares and partly in cash. The part paid in cash covers the taxes and tax-like fees paid for the remuneration. An earnings period is followed by a mandatory two-year ownership period. During three earnings periods, the remunerations correspond to the value of about 720,000 Etteplan Oyj shares at maximum.

If employment is terminated during the earnings or ownership period, the shares must be returned to the Company without compensation.

Etteplan Oyj has, on 30 April 2009, disposed 41,177 company-held shares as the remuneration for the 2008 earnings period for 36 employees who were part of share-based incentive plan in 2008. The Company did not dispose company-held shares for the 2009 earnings period to the employees who were part of share-based incentive plan.

### Management remuneration in 2009

Management of Etteplan Oyj consists of the Board of Directors, CEO and Management Group.

| <b>Salaries, fees and fringe benefits paid<br/>EUR 1 000</b> | <b>2009</b>  | <b>2008</b>  |
|--|--------------|--------------|
| <b>Members of the Board</b>                                  |              |              |
| Heikki Hornborg, Chairman of the Board                       | 232          | 497          |
| Tapani Mönkkönen, Vice-chairman                              | 26           | 21           |
| Matti Virtaala   | 26           | 15           |
| Tapio Hakakari   | 26           | 17           |
| Pertti Nupponen  | 25           | 17           |
| Robert Ingman  | 0            | 0            |
|  | 335          | 567          |
| <b>CEO and other members of the Management Group</b>         |              |              |
| Matti Hyytiäinen   | 328          | 333          |
| Other members of the Management Group                        | 1 065        | 1 313        |
| <b>Salaries, fees and fringe benefits total</b>              | <b>1 728</b> | <b>2 213</b> |

### Stock options to the management

Stock options have not been granted for the company's management during 2009.