

Appendix 4

Vapo Oy Personnel Committee, Standing Orders

Purpose of the Personnel Committee

The Personnel Committee shall assist the Board of Directors in dealing with matters concerning the terms of employment and the remuneration of the senior management. The purpose of the Committee is to steer the terms of employment and remuneration systems of the senior management to ensure that they are fair and to guide the senior management to optimal results and an increase in the value of the Company.

The incentive pay systems shall be integrated with the Company strategy and the results achieved.

Composition and Term of the Committee

The Board of Directors shall appoint four (4) members to the Personnel Committee from among its members. The appointees shall have sufficient experience of the terms of employment of senior management and of compensation systems. The Board of Directors shall appoint the Chair and other members of the Personnel Committee for a term of one year. **Duties of the Committee**

1. The Personnel Committee shall prepare the terms of the CEO's compensation and employment relationship as well as submit them to the Board of Directors for a decision.
2. The Personnel Committee shall prepare the terms of compensation and other benefits of the Directors who report to the CEO and submit them to the Board of Directors for a decision.
3. The Personnel Committee shall prepare the forms and principles of the compensation and incentive pay systems of the senior management and submit them to the Board of Directors for a decision.
4. The Personnel Committee shall prepare the contents and category definitions of the senior management pension schemes and submit them to the Board of Directors for a decision.
5. The Personnel Committee shall issue statements on the compensation arrangements concerning the Company's entire personnel before they are approved.
6. The Personnel Committee shall deal with any problems in interpreting the application of the accepted compensation systems and give a recommendation for a solution.
7. The Personnel Committee shall take equality and non-discrimination into consideration in its work.

Meetings

The Chairman of the Personnel Committee shall convene the Committee when necessary. The meetings shall deal with matters which are within the purview of the Personnel Committee. The Agenda shall be drawn up by the CEO of the Company after consulting the Chair of the Committee. In the Committee meetings, the CEO of the Company shall present the issues,

except in matters that concern him or her personally. The Personnel Committee may call persons whom it considers necessary to participate in the meetings. The Personnel Committee shall report to the Board of Directors of the Company on its activities. The minutes of the meetings shall be distributed to the members of the Board of Directors of the Company. The Human Resources Director shall act as Secretary in the Committee meetings.