

30.3.2023

Neova Oy

Personnel Committee charter

This Personnel Committee Charter was adopted by the Board of Directors (the "Board") of Neova Oy (the "Company") on 1 November 2019, and has been last amended on 31 March 2022. This Charter shall determine the composition, tasks and powers of the Personnel Committee (the "Committee").

1. Purpose

The purpose of the Committee is to ensure company's HR principles and practices are aligned with the Company culture, values and strategy in short and long term. The Committee assists the Board by preparing matters pertaining to the remuneration and appointment of the President & CEO and his/her direct subordinates as well as the Company's remuneration principles. The Committee shall oversee that the executives' employment terms and compensation systems are fair and direct the executives towards the best possible result and increase in the value of the Company. The compensation schemes shall be connected to the achieving of the Company's strategy and results. The Committee shall also deal with other HR matters. The Committee shall not be vested with any independent decision-making powers.

The Board shall supervise the operations of the Committee.

2. Composition and Election

The Board shall elect a Chairman and two members to the Committee from among its members annually.

The members must possess adequate experience in executive employment terms remuneration and incentive systems.

The majority of the members of the Committee shall be independent of the Company. The President & CEO or other executives of the Company must not be a member of the Committee.

3. The main tasks of the Personnel Committee

The Committee's tasks and duties shall comprise:

- preparing and submitting to the Board an annual proposal of the terms of the salaries, benefits and other compensation and incentives of the CEO and his/her direct subordinates as well as the remuneration principles applied by the Company.
- evaluating and monitoring the purposefulness, functionality and competitiveness of the Company's monetary salaries and benefits, as well as short-term and long-term incentive plans, including pension plans, especially from the point of view of the CEO and the Group Management Team, but also from the point of view of other executives and personnel
- preparing and submitting to the Board an annual proposal for incentive schemes applicable to all personnel before adopting it.

- assessing and monitoring the fulfilment of other HR principles and practices and their alignment with the Company's culture, values, strategy, objectives and long-term success
- evaluating the direction in which the executive positions are developing, as well as the suitability, reliability and professionalism of the CEO and members of the Group Management Team, along with successor plans
- preparing and submitting to the Board proposals where there is need to interpret incentive schemes or other remuneration related matters.

In its work, the Personnel Committee takes into account the implementation of equality and diversity in the Company. One over one principle is applied to approving above mentioned proposals.

4. Meetings

The Committee shall convene in accordance with a meeting schedule prepared well in advance. The Committee shall convene at least three times a year. If necessary, the Chairman of the Committee shall convene additional meetings to be held at other times. Meetings may also be held by telephone or electronically.

The meetings shall be convened by the Chairman of the Committee. The Committee shall invite to its meetings experts necessary from the point of view of the matters to be addressed. The meeting agenda shall be prepared by the CEO and/or Chief HR Officer ("CHRO") together with the Chairman of the Committee.

The matters to be considered at the meeting shall be presented by the CEO and/or CHRO unless they concern him-/herself.

Minutes of meeting shall be kept of the meetings of the Committee and they shall be signed by the Chairman and secretary. The CHRO shall act as the Committee's secretary.

5. Reporting to the Board

The Committee reports on its work to the Board regularly and the minutes of meeting of the Committee shall be distributed to all the members of the Board.

6. Annual evaluation and review of Charter

The Committee shall conduct an annual evaluation of its performance and working methods. The Committee shall review its Charter when necessary and propose necessary changes thereto to the Board for approval.

Version 1.2	Approved by the Board	30.3.2023
Version 1.1	Amended by the Board	31.3.2022
Version 1.0	Original version approved by the board	1.11.2019