

Enento Group Plc

Remuneration Report 2023

This Remuneration Report sets out how Enento Group Plc (“Enento”, “Company”) has implemented its Remuneration Policy in 2023. This report includes information concerning remuneration of the Board of Directors (“Board”) and the CEO of Enento between 1 January 2023 and 31 December 2023.

The Report has been reviewed and approved by Enento’s Board of Directors. The shareholders will make an advisory decision on the approval of the Remuneration Report at the Company’s Annual General Meeting 2024.

Overview of Remuneration in 2023

Remuneration of the Enento governing bodies is based on the Remuneration Policy that was presented for an advisory decision at the Annual General Meeting held on 12 June 2020. The policy will be applied until it is reviewed next time in the Annual General Meeting 2024.

The decision-making process on remuneration, as defined in the Remuneration Policy, has been followed in the remuneration decision-making in 2023. During 2023 the Board of Directors agreed about one temporary exception from the normal short term incentive process. Short Term Incentive for H1 was cancelled due to the efficiency program and H2 was carried out as a half-year process. The Long-Term Incentive was postponed during the spring and approved at the December 2023 Board meeting. Furthermore, the Board did not observe any circumstances or activities that would have resulted in a need to apply claw back to the CEO’s variable remuneration in 2023.

In this Remuneration Report we have made some adjustments compared with earlier disclosures. These are aimed at further increasing transparency on the link between pay and performance by providing more details on performance criteria for short- and long-term incentive plans.

In line with the Remuneration Policy, remuneration in 2023 has supported our long-term Nordic growth and shareholder value creation. A portion of the CEO’s total remuneration opportunity has been performance-based to focus on achieving the targets set by the Board, at the same time balancing to avoid excessive risk-taking. To encourage share ownership in Enento, shareholding guidelines for the CEO have been in place to further align long-term shareholder interests with the CEO’s and other top executives’ interests.

In 2023, we had a short-term incentive plan (STI) 2023 for the second part of the year (H2). The long-term incentive plan (Performance Share Plan) was postponed during the spring and the decision the in the Board meeting in December was to have a new 2-year plan implemented for 2024-2025 (Performance

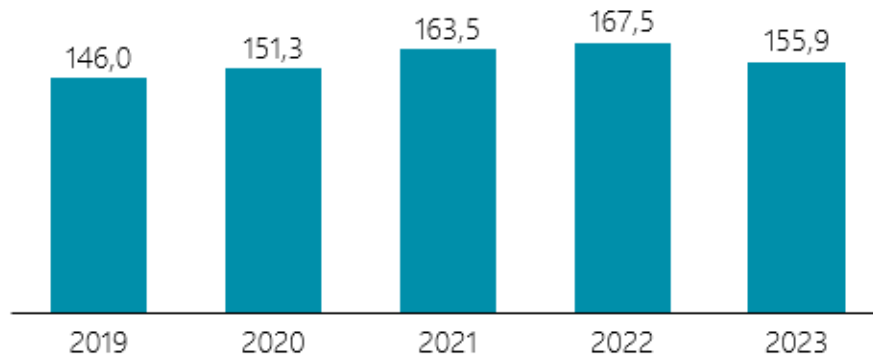
Share Plan 2024-2025) and a 3-year plan for 2024-2026 as per normal policy. The outcome of the STI 2023 criteria was close to the set target level, which reflects the fulfilment of our growth expectations in the middle of continued exceptional circumstances. The rewards for the STI 2023 will be paid in March 2024. Potential reward of Performance Share Plan 2024-2025 will be paid in early 2026. Application of performance criteria is described in more detail in section "Remuneration of the CEO".

Paid remuneration to the CEO in total in 2023, including fixed salary, STI based on 2022 and additional pension contribution was 575,000€.

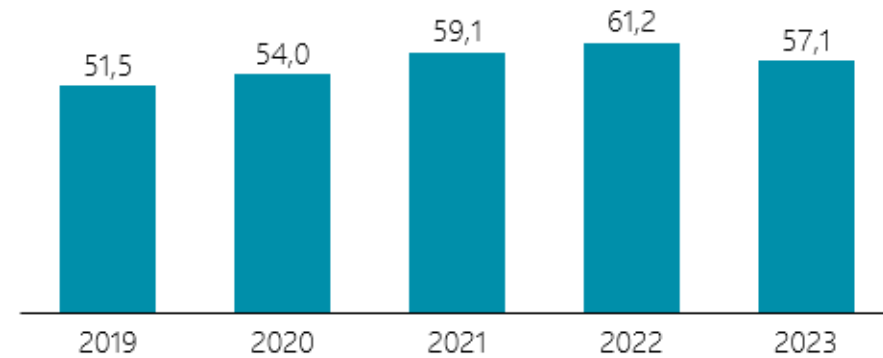
Development of Financial Performance and Remuneration

5-year Development of Financial Performance

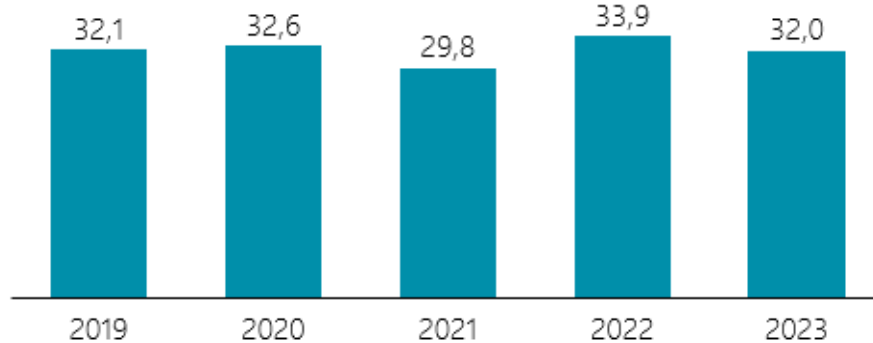
Net Sales, M€



Adjusted EBITDA, M€



Free Cashflow, M€



Share Price 2019-2023, €



¹ In addition, 4.85€ per share have been distributed as equity repayment during 2019-2023

DEVELOPMENT OF PAID CEO REMUNERATION

	2019	2020	2021	2022	2023
BASE SALARY	259 000	264 000	267 000	342 000	315 000*
SHORT-TERM INCENTIVE (STI)	104 000	165 000	68 000	99 000**	111 000*
LONG-TERM INCENTIVE (LTI)	718 000	134 000	331 000	-	-
ADDITIONAL PENSION	9 000	9 000	9 000	119 000	149 000*
TOTAL REMUNERATION	1 090 000	572 000	675 000	560 000	575 000
DEVELOPMENT:					
BASE SALARY	7 %	2 %	1 %	28 %	-8 %*
TOTAL REMUNERATION	17 %	-48 %	18 %	-17 %	3 %*

DEVELOPMENT OF BOARD REMUNERATION

	2019	2020	2021	2022	2023
CHAIRPERSON ANNUAL FEE	50 000	51 000	52 000	53 000	53 000
DEVELOPMENT	25 %	2 %	2 %	2 %	0 %
BOARD MEMBER ANNUAL FEE	35 000	36 000	36 740	37 500	37 500
DEVELOPMENT	40 %	3 %	2 %	2 %	0 %

DEVELOPMENT OF AVERAGE EMPLOYEE SALARY

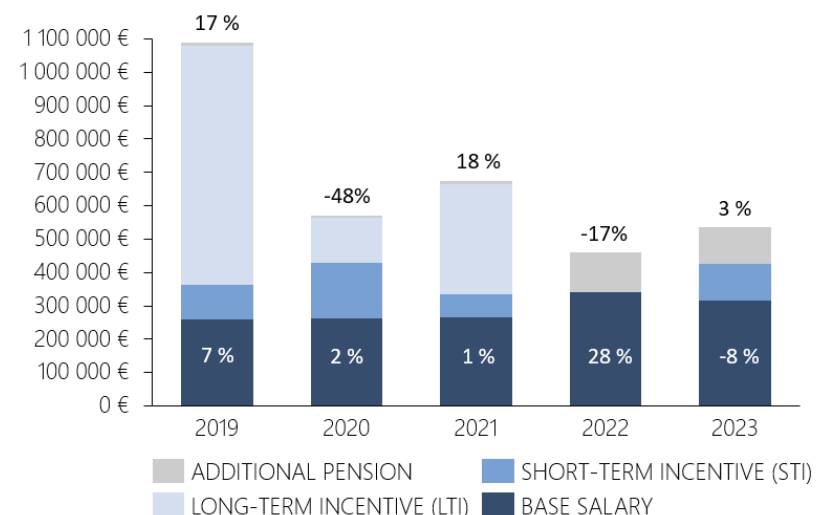
	2019	2020	2021	2022	2023
DEVELOPMENT OF AVERAGE SALARY PER EMPLOYEE***	+7.4 %	-1.3 %	7.5 %	-1.4 %	+3,8 %

*The SEK/EUR rate used can lead to significant variations between reporting years. In 2023 the SEK/EUR rate used was 11,4788.

**The incentives have been reported on a payment basis and paid on the basis of the result for the previous financial year. In 2022, the CEO incentive was paid to the former CEO based on 2021 performance.

***Employee salary development is calculated as all salaries, wages and incentives, excluding Long-Term Incentive and Board fees, and social security expenses.

DEVELOPMENT OF PAID CEO REMUNERATION, M€



The Graph presents remuneration paid to the CEO in the corresponding financial year as well as short-term incentive paid to the CEO.

For example in 2023:

- Base Salaries 1-12/2023.
- Short-Term Incentive earned in 2022 and paid in 2023.
- Additional Pension payment in 2023.

Remuneration of the Board of Directors in 2023

Enento Board Remuneration paid in 2023:

Director	Fixed Fees	Meeting Fees	Total
Patrick Lapveteläinen (Chairman)	53 000 €	5 000 €	58 000 €
Petri Carpén	37 500 €	8 000 €	45 500 €
Martin Johansson	37 500 €	6 900 €	44 400 €
Tiina Kuusisto	37 500 €	4 000 €	41 500 €
Erik Forsberg	37 500 €	7 400 €	44 900 €
Minna Parhiala	37 500 €	5 000 €	42 500 €

Shareholders resolved on the Board Remuneration in the Annual General Meeting of 2022 as follows:

Annual Fees

- EUR 53,000 to Chairman and
- EUR 37,500 to members

Attendance Fees

- EUR 500 per Board meeting
- EUR 500 per Committee meeting for Committee Chairperson
- EUR 400 per Committee meeting for Committee member

Remuneration of the CEO

Application of Performance Criteria in 2023

In line with the Remuneration Policy, the reward opportunity for the CEO was balanced to focus on both long-term value creation and efficient achievement of short-term goals. The STI and LTI performance criteria for 2023 and maximum earning opportunities were set by the Board in December 2022 and early 2023.

For STI 2023, Adjusted EBITDA (weight 40%) and Revenue growth development (weight 20%) and the Efficiency program (weight 20%) results were selected as performance criteria together with a discretionary individual component (weight 20%) based on Chairman of the Board's assessment of CEO's performance on strategic and/or organizational objectives. For the short-term incentive plan 2023 the maximum earning opportunity for the CEO was set at 100% of half year fixed salary.

STI / Performance criteria 2023	Adjusted EBITDA	Revenue growth	Efficiency target	Personal targets	Total
CEO	40%	20%	20%	20%	100%

The earning criteria for the performance period of PSP 2022-2024 were the three-year development of the Enento Group's Adjusted EBITDA (weight 50 %), and the Group's two-year Total Shareholder Return (TSR) (weight 50 %).

LTI / Performance criteria (PSP 2022-2024)	Adjusted EBITDA	TSR	Total
CEO	50 %	50 %	100 %

Outcome for the CEO

The total outcome from the STI 2023 based on the performance criteria below was 95% of the target (48% of the maximum) of half year and it will be paid in March 2024.

Performance criteria for STI 2023

CEO 2023 STI	
Weighting	Measures
40 %	Adjusted EBITDA
20 %	Revenue growth
20 %	Efficiency target
20 %	Personal targets

The CEO joined the Company 1 January 2022 and thus did not participate in PSP 2020-2022 or PSP 2021-2023. The potential reward for PSP 2022-2024 will be paid in 2025.

Share-Based Incentives

Enento's long-term remuneration consists of Performance Share Plans ("PSP"), which offer the Group's management an opportunity to receive Enento shares as long-term incentives for achieving performance targets set by the Board. The purpose of the PSPs is to encourage the executives and the selected key employees to work on a long-term basis to achieve strategic goals, increase shareholder value and to retain the selected persons in the company.

The Board decides annually on commencement, conditions and performance criteria of new plans. The maximum reward potential for a Performance Share Plan is expressed as a number of shares and defined annually by the Board at the beginning of each plan period. The total vesting time for each plan is minimum 3 years, and the share delivery is conditional upon continued employment until the moment of transferring the shares, or a good leaver ground. The possible reward is paid as a combination of shares and cash. The cash component is intended to cover the taxes and tax-related costs related to the reward.

Shares received by the CEO under the PSP are subject to shareholding requirement that is determined by the Board. Until the required shareholding level is achieved, the CEO is required to hold, and not to sell, all the shares received as a reward.

Summary of Granted, Earned and Paid Share-Based Incentives to the CEO in Connection to the Reporting Period

Plan	Granted	Performance Conditions	Maximum Reward Shares (gross, incl. cash portion)	Achieved Reward, % of maximum	Gross Shares Earned	Net Shares Paid	Delivery Time
PSP 2022-2024	13 th May 2022	Total Shareholder Return 2022-2024 (weight 50 %), Adjusted EBITDA 2022-2024 (weight 50 %)	12 000	0	0	0	Spring 2025

Remuneration of the CEO in 2023

The below tables show paid remuneration to the CEO in 2023, as well as earned remuneration based on the year 2023, which is to be paid in 2024. Of the remuneration paid in 2023, 81% was fixed and 19% was variable.

Base Salary + benefits 2023	Additional Pension Payment 2023	Paid variable remuneration in 2023 (earned in 2022)			Earned variable remuneration in 2023 (to be paid in 2024)		
		Paid Short-Term Incentive 2023	Paid Long-Term Incentive in 2023	Total Paid Variable Remuneration in 2023	Earned Short- Term Incentive in 2023	Earned Long- Term Incentive in 2023	Total Earned Variable Remuneration in 2023
315 000 €	149 000 €	111 000 €	0 €	111 000 €	74 798€	0 €	74 798€

NOTE: The SEK/EUR rate used can lead to significant variations between reporting years. In 2023 the SEK/EUR rate used was 11,4788.