

RENUMERATION REPORT



I INTRODUCTION

Puuiilo Plc's (hereinafter referred to as "Puuiilo" or "the company") corporate governance complies with the Finnish Limited Liability Companies Act and the Finnish Corporate Governance Code for Finnish listed companies published by Securities Market Association in 2025.

Puuiilo's Remuneration Report for 2024 complies with the Remuneration Policy published on 17 May 2022. The Remuneration Policy was approved by the Annual General Meeting held on 17 May 2022. It is available on Puuiilo's investor website at <https://www.investors.puuiilo.fi/en/>.

The Remuneration Policy is presented to the shareholders every four years and whenever there is a need for significant amendments. The Audit Committee regularly reviews the Remuneration Policy to ensure its compliance with Puuiilo's strategic goals and long-term financial targets before its presentation at the 2026 Annual General Meeting.

This remuneration report covers Puuiilo's financial period 1 February 2024 – 31 January 2025 ("the 2024 financial period"). This remuneration report has been reviewed by The Audit Committee and approved by the Board of Directors. An external auditor has ensured that the report contains the information required and that it is consistent with the financial statements. The remuneration report will be reviewed at the Annual General Meeting 2025. The remuneration report provides information on the remuneration paid to the Board of Directors and the CEO. The remuneration and other financial benefits have been reported on an accrual ba-

sis. The company will publish the remuneration report on its investor website.

The objective of remuneration at Puuiilo is to promote the company's competitiveness and to support strategy implementation. In addition, remuneration aims to commit key employees and the entire personnel to the company in the long term in order to achieve the shared objectives and to create value for the shareholders. The Annual General Meeting decides on the remuneration of the Board of Directors. The Board decides on the terms and conditions of the employment of the CEO, in a written agreement. The Board also decides on the terms and conditions of the long-term incentive programs (Performance matching share plans), which the CEO is entitled to participate in.

II DEVELOPMENT OF PUUILO'S REMUNERATION AND FINANCIAL PERFORMANCE

The table below presents the remuneration development of the Board and the CEO compared to the development of the average remuneration of Puuiilo's employees and Puuiilo's financial development during the last five years.

Puuiilo's business has grown significantly over the past five years. Prior to the stock exchange listing in June 2021, only the Chair of the Board was paid a fee for working on the board and the Board did not have any committees.

Remuneration	1 Feb. 2024 - 31 Jan. 2025	1 Feb. 2023 - 31 Jan. 2024	1 Feb. 2022 - 31 Jan. 2023	1 Feb. 2021 - 31 Jan. 2022	1 Feb. 2020 - 31 Jan. 2021
Chair of the Board	60,000	60,000	60,000	47,500	30,000
Other members of the Board (average)	32,000	32,000	32,000	20,417	-
CEO	195,540	182,940	182,940	171,000	137,280
Average Puuiilo employee**	37,886	37,158	34,562	32,754	32,082

Development of financial performance (EUR million)

Net sales	383.4	338.4	296.4	270.1	238.7
Adj. EBITA	67.0	54.1	48.8	48.4	43.2
Adj. EBITA margin (%)	17,5 %	16,0 %	16,5 %	17,9 %	18,1 %
EBIT	65.1	52.8	47.0	44.5	41.5
EBITA margin (%)	17,0 %	15,6 %	15,9 %	16,5 %	17,4 %

The figures are reported on a cash basis and do not include social or pension costs.

*) Puuiilo Group personnel expenses divided by the number of full-time employees at the end of the reporting period

III REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

The Annual General Meeting held on 15 May 2024 confirmed the following annual fees for the members of the Board of Directors:

	EUR
Chair of the Board	60,000
Other members of the Board	30,000

The remuneration of the Board of Directors is monetary. The Board of Directors' remuneration is based on an annual fee, and the members are not paid separate meeting fees in addition to this. Travel expenses incurred by the Board meetings are reimbursed in accordance with the company's travel expense policy. Pension payments are not included in the remuneration of the Board of Directors. Members of the Board of Directors are not included in Puuilo's long-term incentive programs.

The Annual General Meeting held on 15 May 2024 confirmed the following annual fees for the members of the Audit Committee:

	EUR
Chair of the Audit Committee	5,000
Other members of the Audit Committee	2,500

Fees paid to the members of the Board 1 February 2024 – 31 January 2025 (EUR)

Name	Position	Board annual fee	Audit Committee fee	Total
Lasse Aho	Chair	60,000		60,000
Bent Holm	Member of the Board	30,000		30,000
Jens Joller	Member of the Board, member of the Audit Committee (from 15 May 2024)	20,000	1,667	21,667
Mammu Kaario	Member of the Board, Chair of the Audit Committee	30,000	5,000	35,000
Rasmus Molander	Member of the Board, member of the Audit Committee (until 15 May 2024)	10,000	833	10,833
Anne-Mari Paapio	Member of the board (from 15 May 2024)	20,000		20,000
Tuomas Piirtola	Member of the Board, member of the Audit Committee	30,000	1,667	31,667
Markku Tuomaala	Member of the Board, member of the Audit Committee (until 15 May 2024)	10,000	833	10,833
Total		210,000	10,000	220,000

IV REMUNERATION OF CEO

The salary of the CEO consists of a fixed monthly salary and customary fringe benefits. The CEO is entitled to participate in the company's long-term incentive plan, the CEO does not have a short-term incentive plan. The company's CEO is entitled to a statutory pension benefit. The company does not have in place any additional pensions or collateral arrangements. The retirement age of the company's CEO is determined in accordance with the legislation in effect.

In the financial period 1 February 2024 – 31 January 2025 the total remuneration including fixed monthly salary and fringe benefits paid to the CEO was EUR 195,540. The CEO was not paid any performance bonus, additional pensions or other additional benefits.

Each Performance Matching Share Plan covers has one performance period, spanning three financial years. The performance criteria are the Total Shareholder Return of the Puuilo share (TSR) and the Adjusted EBITA of the Puuilo Group. The achievement of the targets set for the performance criteria will determine the proportion out of the maximum reward that will be paid as reward to participants. The prerequisite for participation in the plan and receiving reward on the basis of the plan is that a participant personally has acquired Puuilo shares up to the number determined by the Board of Directors. Furthermore, payment of reward is based on the participant's valid employment or service upon reward payment.

Primarily, the rewards from the plan will be paid partly in the company's shares and partly in cash after the end of the performance period of each plan. The cash

proportion is intended to cover taxes and tax-related costs arising from the reward to the participant. As a rule, no reward will be paid, if a participant's employment or service terminates before the reward payment. The CEO is obliged to keep the shares paid as a reward for twelve months after the reward payment.

Long-term incentive plans effective in the financial year 2024

	PSP 2022-2024	PSP 2023-2025	PSP 2024-2026
Performance period	Financial years 2022 – 2024	Financial years 2023 – 2025	Financial years 2024 – 2026
Grant date	3 June 2022	12 May 2023	10 May 2024
Grant date share price (EUR)	5.34	7.29	10.70
Performance criteria	Total Shareholder Return of the Puuilo share (TSR) and Adjusted EBITA	Total Shareholder Return of the Puuilo share (TSR) and Adjusted EBITA	Total Shareholder Return of the Puuilo share (TSR) and Adjusted EBITA
Criteria outcome (out of maximum level)	To be confirmed after the end of financial year 2024	To be confirmed after the end of financial year 2025	To be confirmed after the end of financial year 2026
Maximum number of share awards to be granted (pcs)*	15.474	7.605	2.919
Number of shares received	-	-	-
Payment in cash (EUR)	-	-	-
Payment date	By the end of May 2025	By the end of May 2026	By the end of May 2027
Share price on payment date, EUR	-	-	-
Commitment period end date	By the end of May 2025	By the end of May 2026	By the end of May 2027

* Gross number of shares netted with the applicable withholding tax. The net amount will be paid in shares.