

RULES OF PROCEDURE FOR KOTIPIZZA GROUP OYJ'S REMUNERATION COMMITTEE

1. Remuneration Committee

Kotipizza Group Oyj has a Remuneration Committee as mentioned in the Finnish Corporate Governance Code. The Remuneration Committee reports its actions and observations to the Board of Directors of Kotipizza Group Oyj.

2. Members and selection of the Remuneration Committee

Kotipizza Group Oyj's Board shall appoint the Remuneration Committee each year in the first Board meeting following the Annual General Meeting of the Company. The Committee shall have 3 to 5 members. The Board shall appoint one of the Remuneration Committee members as its Chairman.

The Members of Board elected as members of the Remuneration Committee shall have sufficient expertise in the business operations of the Kotipizza Group and its fields of business as well as in matters related to remunerations.

The majority of the members of the Remuneration Committee shall be independent of the Company as required by the Finnish Corporate Governance Code for members of the Remuneration Committee.

The Remuneration Committee shall invite a secretary for the Remuneration Committee, if deemed necessary.

3. Duties of the Remuneration Committee

The Remuneration Committee shall assist the Board in matters related to the nomination and remuneration of key personnel. In addition, the Remuneration Committee shall evaluate, monitor and guide the situation and development of staff issues which are important in terms of corporate culture and strategy.

In particular, the Remuneration Committee shall

- evaluation, monitoring and guidance of the situation and development of staff issues in the Kotipizza Group which are important in terms of corporate culture and strategy;
- assisting the Board of Kotipizza Group Oyj in the nomination and remuneration of key personnel;
- preparing the nomination of the CEO and other executives and mapping prospective successors;
- preparing the proposals concerning the salary and other remuneration of the CEO and other executives;
- preparing matters concerning the reward systems used in the company;
- evaluating the rewards of the CEO and other executives and ensuring that the rewards systems are appropriate; and
- preparing salary and rewards surveys and answering to questions related to it in the general meeting.

In addition, the Remuneration Committee shall assist the Board in matters related to:

- the development of the Group's corporate culture and personnel policy;
- competitiveness, principles, structure and allocation of the salary and incentives system;
- performance incentive rules and performance incentives to the management;
- identification and development of the talents of key personnel; and
- successor planning of the management.

4. Meetings of the Remuneration Committee

The Remuneration Committee shall follow a meeting practice and schedule agreed in advance on an annual basis, but additional meetings may also be called by the Chairman when necessary. The minutes of the Remuneration Committee meetings are signed by the Chairman and the secretary. The minutes shall be distributed to the members of the Board. In addition, the Chairman of the Remuneration Committee shall in the meeting of the Board give an account of the matters discussed in the committee.

If necessary, the Remuneration Committee shall invite members of the management to its meetings, and it may also use other independent experts.

The Remuneration Committee shall give the Board an annual summary of its actions during the financial year, including any observations made or recommendations given. The work of the Remuneration Committee is evaluated annually as a part of the evaluation of the Board's operations.

5. Validity of the charter of the Remuneration Committee

Kotipizza Group Oyj's Board of Directors has approved this charter in its meeting of 8 February 2017, at which time the charter also became applicable.