

## **ATRIA PLC - REMUNERATION POLICY**

### **1 Introduction**

#### **1.1 Scope and approval**

This Remuneration Policy (the “Policy”) provides the framework for the remuneration of the members of the Board of Directors, the Supervisory Board, the CEO and the Deputy CEO of Atria Plc (“Atria” or the “Company”).

This Policy shall be presented to the Annual General Meeting 2026 and the Policy will remain in force until the Annual General Meeting 2030, unless the Board determines that it should be brought for an advisory decision by the general meeting at an earlier date.

The previous Remuneration Policy was approved by an advisory decision at the Annual General Meeting 2024. During 2024 and 2025, Atria reviewed the Policy in detail based on the comments it received from shareholders and decided to update the Policy based on the feedback received. The key changes in the content of the policy concern the shares of variable remuneration in total remuneration and the models available in long-term incentive schemes. In addition, the conditions for the deferral and recovery of the reward were specified.

This Policy has been developed in accordance with the requirements of the amended EU Shareholders’ Rights Directive (EU) 2017/828, which has been implemented in Finland mainly into the Finnish Companies Act (624/2006, as amended), the Finnish Securities Markets Act (746/2012, as amended), the Government Decree 608/2019, and the Finnish Corporate Governance Code.

#### **1.2 Policy objectives**

Atria's long-term goal is to secure and improve profitability, accelerate growth and increase the company's value. The objective of remuneration in Atria is to attract, motivate and retain the right people capabilities and leadership necessary to achieve performance and strategic goals. The structure of the total remuneration should be aligned with the long-term value creation of Atria, the business strategy, the financial results as well as the employee’s contribution. Remuneration is based on predetermined and measurable performance and result criteria.

Remuneration at Atria aims to promote the Company’s long-term financial success, competitiveness and the favourable development of shareholder value. Remuneration should be understandable, consistent, transparent, internally fair and non-discriminating. Remuneration complies with statutory regulations and good corporate governance.

Atria’s Nomination and Remuneration Committee considers the perspective and input from the stakeholders when planning the remuneration policy. The Nomination and Remuneration Committee regularly consults with the HR function in the Group and in the Business Areas to be mindful of employee pay, conditions and engagement across the broader employee population. The Nomination and Remuneration Committee also engages regularly with shareholders on pay and broader matters to hear their views on the Company’s compensation policies, programs and associated disclosures and reflect on their feedback to the extent deemed appropriate.

## **2 Decision-making process of the remuneration policy**

This Policy has been prepared by the Nomination and Remuneration Committee and handled by the Board of Directors. The Nomination and Remuneration Committee and Shareholders Nomination Board annually review the appropriateness of this Policy.

The remuneration of the members of the Board of Directors, the Board Committees and the Supervisory Board, is decided by the Annual General Meeting of Atria based on a proposal by Shareholders Nomination Board.

The Board of Directors decides on the remuneration of the CEO, Deputy CEO and the rest of Atria's Executive Management team members based on a proposal by the Nomination and Remuneration Committee within the confines of this Policy. The composition and duties of the Nomination and Remuneration Committee are described in detail in the Corporate Governance Statement.

The Nomination and Remuneration Committee has the power in its sole discretion to engage external independent advisors to assist in the preparation of executive remuneration. The CEO and Deputy CEO shall not participate in the preparation nor the decision making regarding their own remuneration.

As part of the remuneration awarded within the confines of this Policy, share-based remuneration (such as shares, options, or special rights entitling to shares) may be awarded. The decision-making procedures set forth in this Policy are complied with when share-based remuneration is awarded, and such decisions, when made outside the General Meeting, will be made pursuant to the valid authorisations granted by the General Meeting of the Company in accordance with the terms of the relevant authorisation and in accordance with the applicable laws and regulations.

## **3 Remuneration of the members of the Board of Directors and the Supervisory Board**

The remuneration of the members of the Company's Board of Directors and the Supervisory Board is designed to attract and retain Board members with relevant skills, industry knowledge and experience to oversee the Company's strategy with emphasis on long-term shareholder value creation.

The Shareholders Nomination Board annually reviews the remuneration for the Chairmen, Deputy Chairmen and members of the Company's Board of Directors and the Supervisory Board. The Shareholders Nomination Board regularly reviews the remuneration for the Chairman, Deputy Chairman and members of the Company's Board of Directors against companies of similar size and complexity. Based on this review the Shareholders Nomination Board prepares its proposal to the Annual General Meeting and may propose changes in remuneration if deemed appropriate. The Annual General Meeting determines the remuneration of the Board of Directors and Supervisory Board of Directors for the year within the confines of this Policy, and remuneration for the year is disclosed in the Remuneration Report.

Given the nature of the Board of Directors and Supervisory Board's duties and responsibilities, the remuneration is not linked to the Company's performance and, therefore, includes fixed remuneration only. Members of the Board of Directors and the Supervisory Board are not in an employment relationship or service contract with the Company, and they do not participate in Company's variable pay, pension or benefit plans.

The Shareholders Nomination Board’s proposal for the Board of Directors and the Supervisory Board remuneration may include the following elements:

- Base fee for the Chairmen and the Deputy Chairmen of the Board of Directors and Supervisory Board and base fee for the members of the Board of Directors;
- Meeting fees for attending Board, Supervisory Board and Board Committee meetings;
- Additional compensation for loss of working time for attending Board, Supervisory Board and Board Committee meetings;
- Travel expenses in accordance with the Company’s travel policy;
- Reimbursement of any taxable or other expenses incurred in performing their role, as well as any related tax cost on such reimbursement; and
- Payment of annual remuneration either in cash, shares or partially in cash or shares.

The Shareholders’ Nomination Board may also introduce any new component of fees for members of the Board of Directors, the Supervisory Board and Board Committees.

Members of the Board of Directors and the Supervisory Board are appointed in accordance with legal and regulatory requirements.

## **4 Remuneration of the CEO and the Deputy CEO**

### **4.1 Remuneration elements**

The purpose of the remuneration of the CEO and the Deputy CEO, consisting of various fixed and variable elements, is to promote the Company’s strategic priorities and thereby the Company’s long-term financial success, competitiveness and the favourable development of shareholder value.

The remuneration of the CEO and the Deputy CEO may consist of base salary (including fringe benefits), short and long-term variable remuneration, pension and other benefits.

<b>Element</b>	<b>Purpose and link to the Company’s strategy</b>	<b>Maximum opportunity and operation</b>
<b>Base salary (including fringe benefits)</b>	To attract, motivate and retain high performing individuals to lead the Company and to deliver its strategic priorities.	Atria reviews salaries annually, taking into account various factors including the performance of the Company and the individual, role scope, employee salary increases and external benchmark data when determining any salary change.
<b>Pension</b>	To provide competitive retirement benefits.	Retirement arrangements reflect relevant market practice. The CEO and the Deputy CEO may participate in the applicable retirement benefits in the country of employment.  Details of the pension arrangements for the current CEO and Deputy CEO are shown in the annual Remuneration Report.

<p><b>Short-term incentives</b></p>	<p>To drive the short-term strategy and contribute to the Company’s long-term strategy. To recognise annual performance against key financial and other strategic priorities</p>	<p>The short-term incentive plans may be offered to the CEO and the Deputy CEO. The Board of Directors decides annually on the short-term incentive scheme and its performance criteria, which may be financial or non-financial.</p> <p>The amount of the reward to be paid for the performance period will be determined based on the achievement of the targets of the performance criteria.</p> <p>The maximum reward to be paid to the CEO under the short-term incentive plan is 50% of the base salary in each financial year.</p> <p>The maximum amount of the reward to be paid to the Deputy CEO under the short-term incentive plan is 40% of the base salary in each financial year.</p>
<p><b>Long-term incentives</b></p>	<p>To reward for delivery of long-term strategic and financial performance.</p> <p>To provide long-term alignment of management’s interests with shareholders by linking rewards to the Company share price performance.</p>	<p>Long-term incentive schemes may be offered to the CEO and the Deputy CEO. Incentive schemes can be, for example, performance-based, investment-based or restriction share schemes. As a rule, the long-term incentive scheme is set for three years at a time.</p> <p>The Board of Directors decides on the long-term incentive schemes and their possible performance criteria, which may be financial or non-financial. The rewards of the long-term incentive plans can be based on, for example, earnings per share, organic growth and possible sustainability indicators.</p> <p>The rewards to be paid from the incentive schemes may consist of Atria shares, cash or a combination of these. The maximum amount of reward to be paid to the CEO under the long-term incentive plans is 75,000 series A shares of the Company at the time of the granting of the reward.</p> <p>The maximum amount of reward to be paid to the Deputy CEO under the long-term incentive plans is 18,000 series A shares of the Company at the time of granting the reward.</p>
<p><b>Other benefits</b></p>	<p>To remain competitive in the relevant market in order to further the Company’s long-term strategy.</p>	<p>Additional benefits and allowances may be offered in certain circumstances such as relocation or international assignment in line with the Company’s practises.</p>

## 4.2 Share ownership requirement

The CEO and Deputy CEO are encouraged to own Atria shares in order to align the management’s interests with those of the Company’s shareholders, but there is no required minimum level.

#### **4.3 Deferral and recovery of remuneration**

In the event of misconduct, material errors in the financial results of the Company or any of the Group companies, errors in valuation calculations, in connection with information or assumptions on the basis of which the reward is granted or paid, in the event of a serious reputational risk to the Company, a group company or a business unit, or in any other circumstances assessed by the Board of Directors of a similar nature or effect, the Board of Directors shall be entitled to collect or reduce (in part or in full) the rewards of the short-term and long-term incentive plans and/or impose additional conditions on the reward.

The Board of Directors may also reduce the amount of the reward (in part or in full) or postpone the payment of the reward to a more favourable time for the company if, for example, changes in circumstances or other circumstances beyond Atria's control would lead to a detrimental or unreasonable outcome for Atria when the incentive scheme is applied.

#### **4.4 Service contracts and termination provisions**

The CEO's and Deputy CEO's service contracts are valid until further notice. The Nomination and Remuneration Committee prepares matters related to the CEO's and Deputy CEO's service contracts to the Board of Directors.

The CEO's period of notice is six months for both parties. If the Company terminates the contract, the CEO is entitled to the salary for the period of notice and severance pay, which together correspond to 18 months' salary. There are no terms and conditions for any other compensation based on the termination of employment.

The Deputy CEO's period of notice is six months for both parties. If the Company terminates the contract, the Deputy CEO is entitled to the salary for the period of notice and severance pay, which together correspond to 14 months' salary. There are no terms and conditions for any other compensation based on the termination of employment.

The long-term incentives earned but not paid are not paid out if the individual is no longer employed by Atria. The Board of Directors has the discretionary right to change this.

#### **4.5 Deviation from the Policy**

The Board of Directors may, upon recommendation of the Nomination and Remuneration Committee, temporarily deviate from any sections of this Policy based on its full discretion in the circumstances described below:

- Upon change of the CEO or the Deputy CEO
- Upon material changes in the Company's structure, organization, ownership and business (for example merger, takeover, demerger or acquisition)
- Upon material changes in the Company's external environment
- Upon changes in or amendments to the relevant laws, rules, or regulations (including tax laws).

If a deviation decision has been taken, and the deviation is not considered temporary, the Company will present the next Annual General Meeting with a revised Policy. However, if the Company is not able to present the revised Policy to the next Annual General Meeting due to statutory, regulatory or practical reasons since the need for deviation arises close to the next Annual General Meeting, the



revised Policy will be presented to the General Meeting following the next Annual General Meeting for which it can be properly prepared.

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