

Alisa Bank Plc

Remuneration Report 2025

Alisa
BANK

Introduction

This Alisa Bank Plc's ("Alisa Bank" or "Company") Remuneration Report explains the remuneration of the company's Board of Directors, CEO and deputy CEO for the financial year 2025. Alisa Bank complies with the Finnish Corporate Governance Code 2020 issued by the Securities and Market Association. The company's Remuneration report is presented annually at Alisa Bank's Annual General Meeting.

The objective of the remuneration policy is to support the implementation of the company's strategy as well as to promote its competitiveness and long-term financial performance. A further aim is to contribute to a positive trend in shareholder value and to commit the company's Board of Directors and CEO to the company's objectives in the long term. In terms of remuneration for the 2025 financial year, the company has followed the established remuneration policy.

No temporary deviations from the remuneration policy were made in 2025. In addition, the Board of Directors did not identify any circumstances or actions in 2025 that would have led to the need to apply recovery clauses applied to the variable remuneration of the CEO and the Deputy CEO.

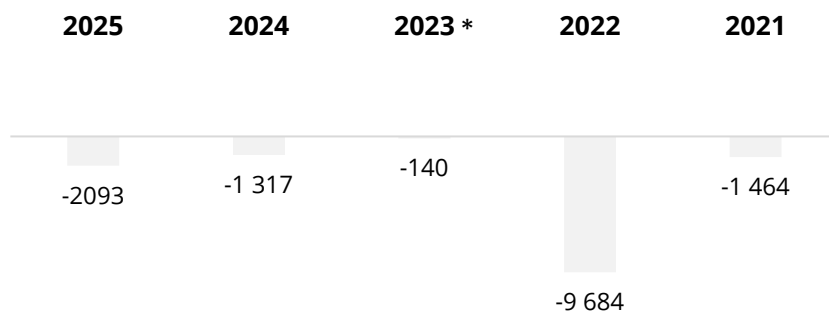
Development of financial result and remuneration

The year 2025 clearly fell short of the targets both in terms of the sales of financial products and the utilization rate of invoice financing credit limits. In addition, the growth sought through Banking-as-a-Service partnerships has not developed as planned. The Bank's result before non-recurring items and taxes was EUR -3.4 million (-0.1). The result before taxes was EUR -2.1 million (-1.3). The variable remuneration of the CEO and the Deputy CEO is based on financial performance metrics.

Based on the Company's financial performance, no variable remuneration payable to the CEO or the Deputy CEO accrued for the year 2025.

The Group's financial performance during the previous five financial years is presented in the chart below. The figures for 2020–2021 are the figures of Fellow Finance Group.

Group profit before taxes, EUR thousand



* Figures for the financial year 2023 have been adjusted for the ECL provision, profit impact -443 k€.

The following charts show the development of the remuneration of CEO and Deputy CEO, as well as the employee's average salary development over a five-year period.

The composition of the Board of Directors and senior management has changed during the financial year. The remuneration presented in the Remuneration Report is presented from the perspective of each position, regardless of which person has performed the position during which period. Changes during the financial year are described in more detail in the Board of Directors Report.

Five year development of remuneration, EUR 1000

	2025	2024	2023	2022	2021
Board of Directors	297	250	300	223	65
CEO	187	187*	183	125	190
Average salary for the employees	65	61	54	52	38

* During the financial year, the position of CEO has been handled by three different persons, the figure presented includes the salary of each person for the period of the performance of the position.

Remuneration of the Board of Directors in 2025

The remuneration of the board of directors is decided by the general meeting based on a proposal by the Shareholders' Nomination Board. Alisa Bank's Annual General Meeting 2025 confirmed the remuneration to be paid to the members of the Board of Directors. It was decided that the remuneration shall be EUR 38,400 per year for the members of the Board of Directors, EUR 48,000 per year for the Chairmen of the committees and EUR 60,000 per year for the Chairman of the Board of Directors.

The annual remuneration will be paid in the company's shares and cash so that approximately 40% of the remuneration amount will be used to acquire the company's shares in the name and on behalf of the members of the Board of Directors and the rest will be paid in cash. The company is responsible for the costs arising from the acquisition of the company's shares and the transfer tax. The remuneration paid to the members of Alisa Bank's Board of Directors is shown in the table below.

Hallituksen jäsenille maksettavat palkkiot 2025, EUR		Palkkiot yhteensä
Olli-Petteri Lehtinen	Hallituksen puheenjohtaja (alkaen 27.5.2025)	49 115
Jukka Salonen	Hallituksen puheenjohtaja (ajalla 20.3.-4.4.2025)	2 466
Johanna Lamminen	Hallituksen varapuheenjohtaja, Tarkastusvaliokunnan puheenjohtaja	50 041
Karri Haaparinne	Hallituksen jäsen (alkaen 20.3.2025), Henkilöstövaliokunnan puheenjohtaja (alkaen 20.3.2025)	48 288
Sami Honkonen	Hallituksen jäsen Tarkastusvaliokunnan jäsen	38 630
Marjo Tomminen	Hallituksen jäsen (alkaen 20.3.2025), Tarkastusvaliokunnan jäsen (alkaen 20.3.2025)	38 630
Peter Ramsay	Hallituksen jäsen (alkaen 27.5.2025), Henkilöstövaliokunnan jäsen (alkaen 27.5.2025)	31 434
Tero Weckroth	Hallituksen jäsen Henkilöstövaliokunnan jäsen	38 630
Hallituksen palkkiot yhteensä		297 234

Remuneration of the CEO and the Deputy CEO

The company's Board of Directors confirms the principles and elements of the remuneration of the CEO and deputy CEO. All changes to the CEO's salary and remuneration are subject to the approval of the Board of Directors.

In 2025, Sampsa Laine served as the CEO of Alisa Bank. Juha Saari acted as the Deputy CEO of Alisa Bank during 2025, and as of 7 October 2025, Kukka Lehtimäki assumed the role.

Fixed remuneration

For the financial year 2025, the fixed annual salary for the CEO was EUR 222,364. The CEO had no variable remuneration in the financial year 2025. When the company terminates the CEO's employment, the CEO shall, in addition to salary for a six (6)-month notice period, be paid a separate severance compensation corresponding to three (3) months' fixed cash salary.

During the financial year 2025, the position of CEO was held by two different individuals, and the reported figure includes the remuneration of both persons for the duration of their respective terms. The fixed annual salary of the Deputy CEOs during the 2025 financial year amounted to EUR 137,842, and fringe benefits to EUR 240.

No other benefits were paid or due to the CEO and Deputy CEO during the financial year ended.

Variable remuneration

The purpose of Alisa Bank's long-term share-based incentive plans is to encourage and commit executives and key personnel to work towards achieving the organization's long-term goals and increasing shareholder value. The Board of Directors decides annually on possible new plans based on the proposal of the Personnel Committee and within the limits set by the Annual General Meeting.

The remuneration scheme must include restrictions to ensure that variable remuneration is not paid if the Group's financial performance is not favourable, and the company's solvency is not jeopardised by variable remuneration. The variable remuneration amounts must be such that the Alisa Bank Group is able to ensure its liquidity in all situations and take into account business risks. The payment of variable remuneration must consider the impact on the capital and liquidity planning and the sufficiency of internal capital of the Alisa Bank Group companies.

In share-based incentive plans, rewards are granted when the targets tied to the plan are met. The granting is followed by a delay period of at least three years. The granting is based on the Board's assessment of the achievement of the objectives set for the plan. In general, the shares of the share-based incentive plan will be transferred to the participants after the deferral period, provided that the conditions for payment of variable remuneration are fulfilled and that the participants have worked for the company without interruption throughout the plan, at least until the transfer of the shares. In addition, the deferment period is followed by a one-year waiting period in accordance with the regulations concerning the financial sector.

The ratio of variable remuneration to fixed salaries can never become so significant that it would encourage risk-taking to be greater than the ability to bear risks. The total variable remuneration may not exceed 100 percent of the fixed remuneration of the total personnel and the variable remuneration of an individual may not exceed 100 percent of the total amount of the individual's fixed remuneration.

In 2025, the CEO and the Deputy CEO were covered by a short-term incentive scheme.

Short-term incentives 2025

In 2025, Alisa Bank had a short-term incentive plan in place that covered the Group's personnel, which also included the CEO and his deputy. The Board of Directors annually evaluates the performance criteria of the incentive scheme.

The purpose of the short-term incentives is to encourage the CEO to achieve the financial and other short-term targets set in the strategy. The remuneration under the short-term incentive plan depends on the company's financial performance and the achievement of strategic targets.

Based on the performance criteria, no payment was made to the CEO and the Deputy CEO for 2025.

Long-term incentives 2025

The Board of Directors of Alisa Bank Plc has decided to discontinue the performance-based share incentive plan for the Company's management and key personnel for the period 2024–2028 in 2025.

Personnel Share Issue

In 2024, the Board of Directors of Alisa Bank Plc decided to arrange a directed share issue in which new shares in the company are offered to the personnel for subscription. In addition, the Board of Directors decided to establish an additional share plan for the personnel. The decision on the share issue is based on the authorization granted by the Annual General Meeting on 20 March 2024.

The purpose of the personnel offering and the matching share plan is to encourage the personnel to acquire and own shares in Alisa Bank Plc on a long-term basis and to commit the personnel to working for the company.

Matching Share Plan

In the matching share plan, persons who have subscribed for shares in the personnel offering have the opportunity to receive matching shares without consideration after a restriction period of approximately three years. The receipt of the reward is conditional on the subscriber subscribing to the company's shares in the personnel offering within the limits pre-approved by the board. If the subscriber has retained ownership of the shares subscribed for in the personnel share issue and his/her employment or service in the Group company is valid until the reward payment date, the subscriber will receive matching shares from the company as a reward in proportion decided by the Board of Directors. The rewards of the plan will be paid after the restriction period ending in 2027. The final number of matching shares depends on the number of shares subscribed by

participants in the Personnel Share Issue and the fulfilment of the conditions for the payment of the matching shares.

However, in accordance with the legislation governing the financial sector, the potential matching shares will be paid to CEO and deputy CEO in a delayed manner so that the rewards will be paid in five (5) instalments within approximately four (4) years after the end of the restriction period. The payment of the reward instalments will be followed by a waiting period of one (1) year, during which the person may not transfer the shares paid as a reward.

The CEO holds a total of 120,482 shares subscribed for in the share issue. The Deputy CEO holds a total of 120,482 shares subscribed for in the share issue.

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