

# RAMIRENT REMUNERATION STATEMENT 2013

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Ramirent prepares its remuneration statement in accordance with the Finnish Corporate Governance Code. Ramirent's policy is to update the statement at the Company's web site [www.ramirent.com](http://www.ramirent.com) always when essential new information becomes available related to remunerations.

## REMUNERATION OF THE BOARD OF DIRECTORS

The remuneration for the Board members is decided by the Annual General Meeting ("AGM"). The AGM held in 2013 decided to keep the remunerations unchanged, and they were confirmed as follows:

Chairman of the Board: EUR 3,000/month and additionally EUR 1,500/meeting.

Deputy chairman of the Board: EUR 2,500/month and additionally EUR 1,300/meeting.

Other Board members: EUR 2,250/month and additionally EUR 1,000/meeting.

The abovementioned meeting fees are also paid for Committee meetings and other similar Board assignments. Travel expenses are paid in accordance with the Company's policy.

The entire remuneration is paid to Board members in cash:

| <b>(EUR 1,000)</b>            |              |              |
|-------------------------------|--------------|--------------|
| Chairman Peter Hofvenstam     | 54.0         | 54.0         |
| Vice Chairman Susanna Renlund | 45.6         | 45.6         |
| Kaj-Gustaf Bergh              | 37.0         | 34.4         |
| Kevin Appleton                | 40.0         | 28.3         |
| Johan Ek                      | 35.0         | 32.4         |
| Erkki Norvio                  | 35.0         | 33.4         |
| Gry Hege Søltnes              | 35.0         | 32.4         |
| Mats O. Paulsson              | 27.5         | -            |
| <b>Total</b>                  | <b>309.1</b> | <b>260.3</b> |

The Board members are not covered by Ramirent's bonus plans, incentive programs or pension plans.

## DECISION-MAKING PROCESS AND MAIN PRINCIPLES OF REMUNERATION OF THE PRESIDENT AND CEO AND OTHER GROUP MANAGEMENT TEAM MEMBERS

The Board of Directors decides on the remuneration, benefits and other terms of employment of the President and Chief Executive Officer ("CEO"). Remuneration and benefits for the other Group Management Team members are based on CEO's proposal and subject to Board approval.

The remuneration of the President and CEO and the other members of the Group Management Team consists of a fixed monthly base salary,

customary fringe benefits and annual bonuses and long-term incentives.

Annual bonuses are based on Group Bonus Guidelines and performance criteria decided by the Board. As to long-term incentives, Group Management Team members are participating in long-term incentive programs, which are decided upon by the Board.

There are no options outstanding or available from any of Ramirent's earlier option programs. There is no general supplementary pension plan for Group Management Team members.

## ANNUAL BONUSES

The Board sets annually the terms and the targets and the maximum amounts for annual bonuses. The amount of eventual bonuses is based on financial performance criteria, such as Economic Profit of the Group and the respective segment or country. The achievement of the targets of the CEO and Group Management Team members is evaluated by the Working Committee and the payment of the eventually achieved bonuses is confirmed by the Board.

In 2013, the maximum annual bonus for the CEO could be up to 60% of his annual base salary. For the other members of the Group Management Team the maximum annual bonus could be up to 40–55% of their annual base salary.

## SHARE-BASED INCENTIVE PROGRAMS

The Board decides on Ramirent's share-based long-term incentive programs. The aim of the programs is to combine the objectives of the shareholders and the management in order to increase the value of the Company as well as to commit the key executives to the Company, and to offer them competitive rewards based on the financial performance of the Company and the Company shares.

The key executives must hold shares received on the basis of the incentive programs during their employment or service with the Group, as long as the value of the shares held by the participant in total is below the person's six months gross salary.

Shares owned by the CEO and the other Group Management Team members can be seen in the insider register.

### LONG-TERM INCENTIVE PROGRAM 2010

The Performance Share Program for the years 2010–2012 was targeted at approximately 50 managers. The members of the Group Management Team were included in the target group of the new incentive program. The Performance Share Program included one earning period, calendar years 2010–2012. The reward from the program for the earning period was based on the Group's Total Shareholder Return (TSR), on the Group's average

Return on Invested Capital (ROI) and on the Group's cumulative Earnings per Share (EPS). The reward from the earning period 2010–2012 was paid in April 2013 partly in Company shares and partly in cash. The cash payment was intended to cover the personal taxes and tax-related costs arising from the reward. Based on the share issue authorisation granted by the AGM, the Board decided to convey 31,561 of the company's own shares, held by the company, without payment to the key persons of the Group as a settlement of the Performance Share Program 2010. The total cost for LTI 2010 was EUR 0.5 million.

### LONG-TERM INCENTIVE PROGRAM 2011

The Performance Share Program for the years 2011–2013 is targeted at approximately 60 managers. The members of the Group Management Team are included in the target group of the incentive program. The Performance Share Program includes one earning period, calendar years 2011–2013. The potential reward from the program for the earning period 2011–2013 is based on the Group's Total Shareholder Return (TSR), on the Group's average Return on Invested Capital (ROI) and on the Group's cumulative Earnings per Share (EPS). The potential reward from the earning period 2011–2013 will be paid in 2014; partly in Ramirent shares and partly in cash. The cash payment is intended to cover the personal taxes and tax-related costs arising from the reward. No reward will be paid to an executive, if his or her employment or service with the Group is ended before the reward payment. The maximum reward to be paid on the basis of the earning period 2011–2013 corresponds to the value of up to 287,000 Ramirent Plc shares (including also the proportion to be paid in cash). The accrued cost for 2011 was EUR 0.5 million. The estimated reward realisation was revised in 2012 based on the financial performance of the Group. Thus the cost accrued in 2011 was reversed by EUR 0.1 million in 2012. The accrued cost for 2013 was EUR 0.3 million.

### LONG-TERM INCENTIVE PROGRAM 2012

The incentive program for the years 2012–2014 includes both Matching Shares and Performance Shares and is targeted at approximately 50 executives. The members of the Group Management Team are included in the target group of the

incentive program. The program includes one earning period, calendar years 2012–2014. The potential reward from the program for the earning period 2012–2014 will be based on the Group's cumulative Economic Profit and on the Group's Total Shareholder Return (TSR). In order to receive shares under the Program, the prerequisite for the top management is that an executive acquires and holds certain amount of the Company's shares in accordance with the decision by the Board of Directors. The potential reward from the earning period 2012–2014 will be paid in 2015; partly in Ramirent shares and partly in cash. The cash payment is intended to cover the personal taxes and tax-related costs arising from the reward. No reward will be paid to an executive, if his or her employment or service with the Group Company ends before the reward payment. The maximum reward to be paid on the basis of the earning period 2012–2014 corresponds to the value of up to 350,000 Ramirent Plc shares (including also the proportion to be paid in cash). The accrued cost for 2012 was EUR 0.4 million. The accrued cost for 2013 was EUR 0.4 million.

#### **LONG-TERM INCENTIVE PROGRAM 2013**

The incentive program for the years 2013–2015 includes both Matching Shares and Performance Shares and is targeted at approximately 50 executives. The members of the Group Management Team are included in the target group of the incentive program. The program includes one earning period, calendar years 2013–2015. The potential reward from the program for the earning period 2013–2015 will be based on the Group's cumulative Economic Profit and on the Group's Total Shareholder Return (TSR). In order to receive shares under the Program, the prerequisite for the top management is that an executive acquires and holds certain amount of the Company's shares in accordance with the decision by the Board of Directors. The potential reward from the earning period 2013–2015 will be paid in 2016; partly in Ramirent shares and partly in cash. The cash payment is intended to cover the personal taxes and tax-related costs arising from the reward. No reward will be paid to an executive, if his or her employment or service with the Group Company ends before the reward payment. The maximum

reward to be paid on the basis of the earning period 2013–2015 corresponds to the value of up to 380,244 Ramirent Plc shares (including also the proportion to be paid in cash). The accrued cost for 2013 was EUR 0.4 million.

#### **REMUNERATION OF THE PRESIDENT AND CEO**

CEO Magnus Rosén's annual base salary consists of EUR 197,100 and SEK 1,971,012 respectively. He has additionally a free car benefit as a fringe benefit.

In 2013, the total remuneration paid to Magnus Rosén consisting of fixed annual base salary, fringe benefits and bonus related to 2012 was EUR 629,195.

Magnus Rosén does not belong to the Finnish statutory pension system. His pension accruing during the time he holds the position of the President and CEO is arranged through a separate pension insurance, the premiums of which are SEK 1,357,660 per annum.