

# REMUNERATION 2024

Remuneration 2024

Remuneration Report for  
the Governing Bodies 2024

Chair’s foreword

Introduction

STI and LTI performance and  
outcomes

Remuneration of the President  
and CEO

Remuneration and shareholding  
of the Board of Directors

Remuneration and Company  
performance over the last  
five financial years

Remuneration of the other Fortum  
Leadership Team members and  
personnel in 2024

Remuneration elements for the  
other Fortum Leadership Team  
members and personnel

Information on incentive plans

Employee Share Savings  
Programme – forShares

Fortum Personnel Fund

Remuneration Report for the Governing Bodies 2024

Chair’s foreword

Dear Shareholders,

As the Chair of the People and Remuneration Committee, I am pleased to present Fortum’s remuneration report for the financial year 2024. The report provides information on how Fortum applies its Remuneration Policy and rewards its governing bodies – the President and CEO and the Board of Directors. Additionally, we present the remuneration information of other Fortum Leadership Team members and our personnel.

In 2024, we continued our solid performance and determined strategy execution despite challenges in the operating environment, especially the softening investment sentiment. To measure our strategy implementation, we published new strategic targets with key performance indicators that are strongly linked to our remuneration targets. In line with the phasing of our strategy execution, we currently focus on our core business, optimising our existing best-in-class operations, especially the generation portfolio. Simultaneously, we prepare for future growth by, for example, developing a ready-to-build renewables pipeline.

With our new organisation in place after the strategy renewal and restructuring carried out in 2023, we also focused on streamlining of our operations and reduction of our fixed cost base. With these actions, Fortum will have the preparedness for growth on a longer term, which will be driven by decarbonisation through electrification of other sectors.

The updated Remuneration Policy was supported by the Annual General Meeting 2024 in an advisory vote. The changes in the Policy allow for broader introduction of sustainability measures under the short-term incentive plan, in line with Fortum’s sustainability targets. Furthermore, there is more flexibility to include strategic performance measures under the long-term incentive plan. The Annual General

Meeting 2024 also approved the proposal by the Shareholders’ Nomination Board to increase remuneration to the members of the Board of Directors.

The overall outcome of the 2024 short-term incentive (STI) plan reached the target level. The financial performance measures Comparable Operating Profit reached 33% and fixed costs 66%. Availability of the production fleet was slightly above target, 58%, while the achievement of the customer-related measure was close to the target, 48%. Target for safety actions reached a very good achievement of 87%.

The outcome of the 2022–2024 long-term incentive (LTI) plan resulted in a 16% pay-out measured by Fortum’s share price development against our European peer companies and the reduction of Fortum’s absolute CO<sub>2</sub> emissions in Europe.

Looking ahead to the year 2025, the STI measures will be based on the same key performance indicators as in 2024: the achievement of the Group’s financial performance, the availability of the production fleet as well as customer- and sustainability-related measures. The measures remain the same also in the 2025–2027 LTI plan: the relative Total Shareholder Return (TSR), increase in the share of long-term customer power purchase agreements (PPA) as part of hedging, developing a pipeline of renewable energy to respond to future demand-driven growth and emission reduction targets aligned with Science Based Targets initiative (SBTi).

Fortum’s purpose is to power a world where people, businesses and nature thrive together. We remain strongly committed to this, even though the green energy transition is currently facing some challenges, mainly due to reduced investment confidence. This does not diminish the transition’s significance or prevent its eventual realisation, but it



Mikael Silvennoinen

Chair of the People and  
Remuneration  
Committee

potentially postpones the expected timeline. With our versatile assets, optimal generation mix of nuclear and hydro power generation and best-in-class operations, Fortum is in a prime position to drive the energy transition and address climate change.

Key activities of the People and Remuneration  
Committee in 2024

Preparation of the 2024 Remuneration Policy for the Governing Bodies for AGM advisory vote
Evaluation of the business and individual performance of the executives and executive remuneration
Review of paid incentives and salary costs across the wider workforce
Planning of change in remuneration structure of the President and CEO effective as of January 2025
Setting the performance measures, targets, and award levels for the STI and LTI plans commencing in 2025
Review of talent development and succession planning
Preparation of changes in the Fortum Leadership Team and the roles and responsibilities



## Remuneration 2024

### Remuneration Report for the Governing Bodies 2024

Chair's foreword

#### Introduction

STI and LTI performance and  
outcomes

Remuneration of the President  
and CEO

Remuneration and shareholding  
of the Board of Directors

Remuneration and Company  
performance over the last  
five financial years

### Remuneration of the other Fortum Leadership Team members and personnel in 2024

Remuneration elements for the  
other Fortum Leadership Team  
members and personnel

Information on incentive plans

Employee Share Savings  
Programme – forShares

Fortum Personnel Fund

## Introduction

Fortum Corporation ("Fortum" or the "Company") Remuneration Report for the Company's Governing Bodies ('Report') has been prepared by the People and Remuneration Committee of Fortum's Board of Directors (Nomination and Remuneration Committee until 25 March 2024), based on the Remuneration Policy for the Governing Bodies. The Report has been prepared in accordance with the applicable Finnish legislation, the Finnish Corporate Governance Code for listed companies and the Government Resolution on the State-Ownership Policy 2024. The Report will be presented to Fortum Annual General Meeting ('AGM') 2025 for an advisory resolution. Fortum's external auditor Deloitte Oy has verified that the Report contains the information required by the Decree of the Ministry of Finance on the remuneration policy and remuneration report of a share issuer.

The Remuneration Policy for the Governing Bodies, on which remuneration of the Board of Directors and the President and CEO is based, was first presented to the AGM 2020 and approved in an advisory vote. Since then, the Policy has been regularly reviewed by the People and Remuneration Committee to ensure that it is aligned with the strategic objectives and long-term aims of Fortum. The reviewed Policy was submitted to the AGM 2024 in accordance with the established four-year cycle of presenting the policy to the AGM. AGM 2024 resolved to support the reviewed Policy. Additionally, AGM 2024 resolved to approve the Remuneration Report for the Company's Governing Bodies for 2023. Both resolutions were advisory.

The aim of the Report is to present how the Remuneration Policy for the Company's Governing Bodies was applied in 2024 in terms of the payments made and the alignment of remuneration with the successful delivery of the Company's strategy and sustainable business results. No temporary or other deviations from the Policy were made during the financial year 2024.

## Remuneration Policy 2024 for Governing Bodies at a glance

The Remuneration Policy for the Company's Governing Bodies provides a structure that aligns the remuneration for the President and CEO with the successful implementation of Fortum's strategy and its strategic priorities to deliver reliable clean energy, drive decarbonisation in industries and transform and develop. Our ethical and sustainable business practices are a core part of our daily operations and our remuneration principles contribute to the long-term success of the Company.

The Policy builds on our remuneration principles, which have been designed to encourage and recognise high performance and behaviour in line with Fortum's values. In general, the same remuneration principles and practices are applied to the President and CEO as to the other personnel. However, taking the demands and the responsibilities of the President and CEO role into account, the remuneration of the President and CEO also includes elements that differ from those of other personnel. There is a separate Remuneration Policy in place for the other personnel.

The remuneration of the Board of Directors is resolved annually by the AGM on the basis of the proposal of the Shareholders' Nomination Board of the Company.

The table on the next page describes the contents of the Policy at a glance. The full Remuneration Policy is available on Fortum's website [www.fortum.com/remuneration](https://www.fortum.com/remuneration).

Remuneration 2024

Remuneration Report for  
the Governing Bodies 2024

Chair’s foreword

Introduction

STI and LTI performance and  
outcomes

Remuneration of the President  
and CEO

Remuneration and shareholding  
of the Board of Directors

Remuneration and Company  
performance over the last  
five financial years

Remuneration of the other Fortum  
Leadership Team members and  
personnel in 2024

Remuneration elements for the  
other Fortum Leadership Team  
members and personnel

Information on incentive plans

Employee Share Savings  
Programme – forShares

Fortum Personnel Fund

Remuneration element, purpose, and link to strategy	Applied to	Key features of the policy
<b>Fixed compensation</b> Compensates for the job responsibilities and reflects the skills, knowledge and experience of the individual.	President and CEO	<p>The fixed compensation is typically reviewed annually.</p> <p>The Board of Directors considers various factors when determining any change in fixed compensation, including individual contribution, business performance, role scope and employee pay across Fortum.</p> <p>When setting the total remuneration for the President and CEO, alignment with market benchmark data from Nordic and Finnish listed companies of similar size and, where necessary, European companies operating in a relevant sector, is considered.</p>
<b>Pension and other benefits</b> Provide a retirement benefit in addition to the statutory pensions, in line with local market practices, and support employee recruitment, engagement, and retention.	President and CEO	<p>The pension arrangements shall reflect the relevant market practice. The President and CEO may participate in the pension programmes reflecting the market practice in the country of service.</p> <p>Other benefits are provided in line with appropriate levels indicated by the local market practice in the country of service and can vary year by year. The President and CEO is eligible to participate in programmes which may be offered to Fortum employees at any given point, such as the share savings programme, project and recognition awards, retention awards paid in cash or shares, insurance benefits, seniority or birthday remembrance.</p>
<b>Fixed fee</b> Ensures that Fortum continues to be able to attract and retain Board members with relevant skills, industry knowledge, and international experience to decide on the Company strategy.	Board of Directors	<p>The Shareholders’ Nomination Board is responsible for preparing and presenting a proposal for remuneration of the members of the Board of Directors to the AGM.</p>
<b>Short-term incentives (STI)</b> Support achievement of the Group’s annual financial, strategic, and sustainability targets.	President and CEO	<p>Performance measures, weights, and targets for the selected measures are set annually by the Board of Directors to ensure that they continue to support the Company strategy. These can vary from year to year to reflect the business priorities, and they typically include a balance of Group’s financial, environmental, social and governance, as well as joint Leadership Team/individual strategic performance measures. In any given year, a significant portion of the award is based on financial measures.</p> <p>After the year-end, the Board of Directors reviews the performance and determines the extent to which each of the targets has been achieved in order to determine the final pay-out level. The possible STI award is paid in cash.</p>
<b>Long-term incentives (LTI)</b> Support the delivery of the Group’s sustainable long-term performance, align the interests of management with those of shareholders, and support in committing and retaining key individuals.	President and CEO	<p>Fortum’s LTI programme consists of annually commencing individual plans with a three-year performance period. Performance measures, weights, and targets for these selected measures are set by the Board of Directors to ensure that they continue to support the Company strategy. Performance measures typically include financial, share-price-related, and sustainability measures and may also include other strategic measures. A significant portion of the LTI award in any given year is based on financial and share-price related performance measures.</p> <p>The LTI is allocated based on a maximum number of shares that can be earned in case all of the performance criteria set are achieved at their maximum level.</p> <p>Following the end of the performance period, the Board of Directors reviews the performance and determines the extent to which each of the targets has been achieved, in order to determine the final pay-out level.</p>
<b>Shareholding requirement</b> Ensures alignment of the interests of the President and CEO with those of the shareholders.	President and CEO	<p>The President and CEO is required to build up and maintain a holding in Fortum shares equivalent to 100% of the gross fixed compensation; 50% of net shares (after-tax) received at each vesting of share-based remuneration must be retained until the shareholding of 100% of gross fixed compensation is met.</p>

Remuneration 2024

Remuneration Report for the Governing Bodies 2024

Chair's foreword

Introduction

STI and LTI performance and outcomes

Remuneration of the President and CEO

Remuneration and shareholding of the Board of Directors

Remuneration and Company performance over the last five financial years

Remuneration of the other Fortum Leadership Team members and personnel in 2024

Remuneration elements for the other Fortum Leadership Team members and personnel

Information on incentive plans

Employee Share Savings Programme – forShares

Fortum Personnel Fund

STI and LTI performance and outcomes

Fortum Board of Directors sets performance measures and their weights and targets regarding the short- (STI) and long-term incentives (LTI). STI performance measures can vary from year to year to reflect the business priorities, and they typically include a balance of Group's financial, environmental, social and governance, as well as joint Leadership Team/ individual strategic performance measures. LTI performance measures typically include financial, share-price related, and sustainability measures, but may also include other strategic measures. The financial performance measures support the achievement of a solid financial position in the short and long term, and the sustainability measures as well as the strategic performance measures support the strategy execution. In any given year, a significant portion of the STI and LTI award for the President and CEO is based on financial and share-price

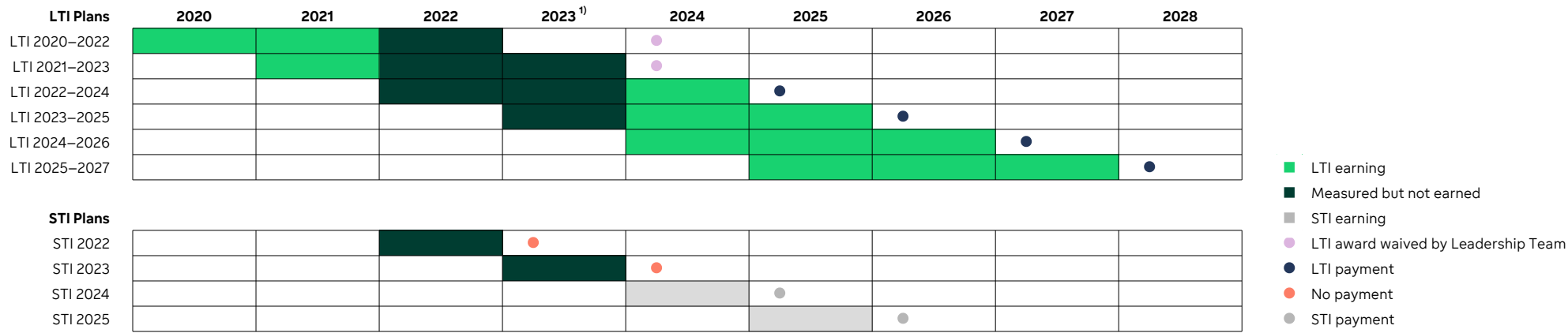
related performance measures. Starting from the financial year 2024, Fortum will disclose target metrics of the set performance measures retroactively in full, unless considered commercially sensitive.

After the year-end in the STI plan and following the end of the performance period in the LTI plan, the Board of Directors reviews the performance and determines the extent to which each of the targets has been achieved in order to determine the final pay-out levels. The pay-out cap is set for combined variable compensation before taxation, based on the decision by the Board of Directors.

In accordance with the terms of the Solidium bridge financing facility with the Finnish State in 2022, the Fortum Leadership

Team members are not paid any short- or long-term incentives that accumulated in 2022 and 2023. The remuneration restrictions have an impact on a total of four LTI plans, the last of which will continue until the end of 2025. In May 2023, the Fortum Leadership Team members decided to waive their awards for the 2020–2022 and 2021–2023 LTI plans, thus no LTI awards were paid to the Leadership Team members in the spring of 2023 and 2024, with the exception of the then new Leadership Team members. These individuals joined the Fortum Leadership Team as of 31 March 2023 and were eligible for the award for the 2020–2022 LTI plan, as well as for the short-term incentives accumulated in 2022. These awards were paid in 2023 based on their previous roles in the Company.

Remuneration restrictions regarding Fortum Leadership Team



1) The new Leadership Team members who joined the FLT as of 31 March 2023 were eligible for the award for the 2020–2022 LTI plan, as well as for the short-term incentives accumulated in 2022 based on their previous roles in the company.



Remuneration 2024

Remuneration Report for  
the Governing Bodies 2024

Chair’s foreword

Introduction

STI and LTI performance and  
outcomes

Remuneration of the President  
and CEO

Remuneration and shareholding  
of the Board of Directors

Remuneration and Company  
performance over the last  
five financial years

Remuneration of the other Fortum  
Leadership Team members and  
personnel in 2024

Remuneration elements for the  
other Fortum Leadership Team  
members and personnel

Information on incentive plans

Employee Share Savings  
Programme – forShares

Fortum Personnel Fund

Short-term incentives for 2023

In the STI 2023 plan, the performance measures set for the President and CEO comprised a financial measure (Group comparable operating profit + Share of profits of associates and joint ventures) with 50% weight and ESG measures (customer satisfaction index target and safety measures – completion of safety leadership trainings and key safety actions to improve the safety culture) with 20% weight. President and CEO Markus Rauramo had also one joint Leadership Team and two individual performance measures with 30% weight. The joint Leadership Team measure consisted of successful return to the fixed income markets, progress in the Company transformation and set strategic projects. The individual performance measures related to concretisation and implementation of the new strategy and the operating model.

Taking the set performance measures, their weights and achievements into account, the weighted outcome of the STI 2023 for the President and CEO was 50.7% in total. In accordance with the terms of the Solidium bridge financing facility with the Finnish State, President and CEO Markus Rauramo was not paid the short-term incentives accumulated in 2023. Further information on the STI 2023 performance measures and outcomes is available in [Fortum Remuneration Report 2023](#).

Short-term incentives for 2024

In the STI 2024 plan, the performance measures set for the President and CEO comprised financial measures (Group comparable operating profit and Group fixed costs) with 50% weight, an operational measure (availability of the production fleet) with 10% weight and ESG measures (net promoter

score/customer satisfaction index target and safety actions) with 20% weight. Additionally, President and CEO Markus Rauramo had one joint Leadership Team and one individual performance measures with 20% weight. The joint Leadership Team measure related to the development of strategic growth options and the improvement of employee engagement. The individual performance measure was linked to the development of Fortum’s reputation among stakeholders.

Taking the set performance measures, their weights and achievements into account, the weighted outcome of the STI 2024 was 51.2% in total, resulting in a payable STI of 20.5% of the President and CEO’s annual fixed compensation. The short-term incentives for the year 2024 will be paid in the spring of 2025. The table below presents the STI target setting and the outcome for President and CEO Markus Rauramo for the financial year 2024.

STI target setting and outcome for the President and CEO for the financial year 2024

Performance measures		Weight (%)	Min (0%)	Target (50%)	Max (100%)	Achievement (%)	Weighted outcome (%)
Financial <sup>1)</sup>	Group comparable operating profit (MEUR)	40	846	1,295	1,743	32.67	13.07
	Group fixed costs (MEUR)	10	941	923	872	66.30	6.63
Operational <sup>2)</sup>	Availability of the production fleet (%)	10	0	50	100	57.67	5.77
ESG <sup>2)</sup>	Net promoter score (NPS)/ Customer satisfaction index (CSI)	10	0	50	100	47.50	4.75
	Completion of safety actions (%)	10	20	60	100	87.10	8.71
Team/ Individual <sup>3)</sup>	Joint Leadership Team measure: development of strategic growth options and improvement of employee engagement	10	0	50	100	72.50	7.25
	Individual performance measure: development of Fortum’s reputation among stakeholders	10	0	50	100	50.00	5.00
Total							51.18

1) Recycling and Waste business was divested at the end of November 2024 due to which target scales were adjusted after divestment.  
2) Group level target for Availability and Customer-related measures consist of various targets set for Business Units and the results are summarised at Group level achievements.  
3) Target scales for team/Individual performance measures not disclosed due to their market sensitive nature.

Remuneration 2024

Remuneration Report for  
the Governing Bodies 2024

Chair’s foreword

Introduction

STI and LTI performance and  
outcomes

Remuneration of the President  
and CEO

Remuneration and shareholding  
of the Board of Directors

Remuneration and Company  
performance over the last  
five financial years

Remuneration of the other Fortum  
Leadership Team members and  
personnel in 2024

Remuneration elements for the  
other Fortum Leadership Team  
members and personnel

Information on incentive plans

Employee Share Savings  
Programme – forShares

Fortum Personnel Fund

2021–2023 Long-term incentive plan

The performance measures for the 2021–2023 LTI plan were the relative TSR measured against a European utilities peer group (80% weight) and the ESG measure (20% weight), which was linked to the reduction of Fortum’s coal-based power generation capacity in line with Fortum’s coal-exit path, with a minimum level requiring the exceeding of the communicated ambition level. The relative TSR peer group consisted of the following companies: A2A S.p.A., BKW AG, CEZ a.s., Drax Group plc, EDP - Energias de Portugal S.A., Enagás S.A., Endesa S.A., Enel SpA, ENGIE SA, Eni S.p.A., Hera S.p.A., Iberdrola, S.A., Iren SpA., Naturgy Energy Group S.A., RWE Aktiengesellschaft, Snam S.p.A., SSE plc, Veolia Environnement S.A., VERBUND AG, and Ørsted A/S. Due to the divestment of Uniper in 2022, the Board of Directors resolved to adjust the ESG measure. Fortum’s reputation index among key stakeholders in Finland, Sweden and Norway was set as a new measure for the year 2023 with 7% weight resulting in a change in the weight of the original measure for the period 2021–2022, thus being 13%.

The overall outcome for the 2021–2023 LTI plan was 9% of the maximum. In accordance with the terms of the Solidium bridge financing facility with the Finnish State, President and CEO Markus Rauramo was not paid any long-term incentives

accumulated in 2022 and 2023. Therefore, the maximum number of shares granted was pro-rated taking the remuneration restrictions for the years 2022 and 2023 into account. As a result, the final outcome led to 3% of the original maximum number of shares granted to the President and CEO. The award for the 2021–2023 LTI plan was originally scheduled for payment in 2024. In May 2023, President and CEO Markus Rauramo decided to waive his award for the 2021–2023 LTI plan, thus no LTI award was paid to Markus Rauramo in the spring of 2024. Further information on the performance measures and outcomes for the 2021–2023 LTI plan is available in [Fortum Remuneration Report 2023](#).

2022–2024 Long-term incentive plan

The performance measures for the 2022–2024 LTI plan were the relative TSR measured against a European utilities peer group (80% weight) and the ESG measure (20% weight). The relative TSR peer group consisted of the following companies: A2A S.p.A., BKW AG, CEZ a.s., Drax Group plc, EDP - Energias de Portugal S.A., Enagás S.A., Endesa S.A., Enel SpA, ENGIE SA, Eni S.p.A., Hera S.p.A., Iberdrola, S.A., Iren SpA., Naturgy Energy Group S.A., RWE Aktiengesellschaft, Snam S.p.A., SSE plc, Veolia Environnement S.A., VERBUND AG, and Ørsted A/S. The ESG measure was related to the reduction of

the absolute CO<sub>2</sub> emissions in the European fossil fleet, based on a fossil fleet review addressing the Group’s European generation portfolio and a pathway developed to reach Fortum Group’s 2030 and 2035 climate targets. As a result of the divestment of Uniper in 2022, the Board of Directors resolved to revise the ESG measure in early 2023. The revised climate target for 2022–2024 for Fortum was related to the reduction of the absolute CO<sub>2</sub> emissions of the Company in Europe, i.e., including also Fortum Recycling and Waste business.

The overall outcome for the 2022–2024 LTI plan was 16.4% of the maximum. In accordance with the terms of the Solidium bridge financing facility with the Finnish State, President and CEO Markus Rauramo is not paid any long-term incentives accumulated in 2022 and 2023. Therefore, the maximum number of shares granted was pro-rated taking the remuneration restrictions for the years 2022 and 2023 into account. As a result, the final outcome led to 5.5% of the original maximum number of shares granted to the President and CEO. The award for the 2022–2024 LTI plan will be paid in the spring of 2025. The table below presents the target setting and the outcome for the 2022–2024 LTI plan.

Target setting and outcome of the 2022–2024 Long-term incentive plan

Performance measures		Weight (%)	Min (0%)	Max (100%)	Achievement (%)	Weighted outcome (%)
Financial	Relative TSR	80	-15.16	33.29	0.00	0.00
ESG	Reduction of the absolute CO <sub>2</sub> emissions of the Company in Europe (Mt) <sup>1)</sup>	20	5.97	5.10	81.82	16.36
Total						16.36 <sup>2)</sup>

1) Recycling and Waste business was divested at the end of November 2024. It was included in result calculation normally until the end of November and for December based on the latest forecast.  
2) Taking the pro-ration into account, the final outcome led to 5.5% of the original maximum number of shares granted to the President and CEO.

Remuneration 2024

Remuneration Report for  
the Governing Bodies 2024

Chair’s foreword

Introduction

STI and LTI performance and  
outcomes

Remuneration of the President  
and CEO

Remuneration and shareholding  
of the Board of Directors

Remuneration and Company  
performance over the last  
five financial years

Remuneration of the other Fortum  
Leadership Team members and  
personnel in 2024

Remuneration elements for the  
other Fortum Leadership Team  
members and personnel

Information on incentive plans

Employee Share Savings  
Programme – forShares

Fortum Personnel Fund

Remuneration of the President and CEO

The Board of Directors considers various factors when determining the fixed compensation of the President and CEO, including individual contribution, business performance, role scope and employee pay across Fortum. When setting the total remuneration for the President and CEO, alignment with market benchmark data from Nordic and Finnish listed companies of similar size and, where necessary, European companies operating in relevant sector, is considered.

In 2024, the monthly fixed compensation of the President and CEO remained unchanged at EUR 125,000. The fixed compensation includes a company car and phone as fringe benefits. In addition, the President and CEO received an electric vehicle subsidy of 25% of the taxable value of the full car benefit in accordance with Fortum’s company car instructions. The maximum STI was limited to 40% of the annual fixed compensation and the variable elements in total (STI and LTI) were limited to a maximum pay-out of 120% of the President and CEO’s annual fixed compensation.

President and CEO Markus Rauramo participated in the 2021 Employee Share Savings (ESS) plan and earned a total of 235 matching shares (gross). The delivery of the net number of matching shares (125 shares in total) took place in March 2024. Markus Rauramo has also participated in the 2022 ESS plan. Based on his participation in the ESS plan in 2022 and the number of ESS shares held on 31 December 2024, Markus Rauramo earned a total of 362 matching shares (gross) at the maximum. The matching share amount (gross) will be confirmed and the delivery of the net number of matching shares will take place in the spring of 2025. Furthermore, Markus Rauramo participated in the 2024 Employee Share Savings (ESS) plan. The matching share amount (gross) will be confirmed and the delivery of the net number of matching shares will take place in the spring of 2027.

The retirement age of President and CEO Markus Rauramo is determined in accordance with the Finnish Employees’ Pension Act. In addition to the statutory pension, Markus Rauramo is entitled to participate in the supplementary group

pension plan for the members of the Fortum Leadership Team. The annual defined contribution premium is 20% of the annual fixed compensation. If Rauramo’s managing director service agreement is terminated before the retirement age, the President and CEO is entitled to retain the funds that have accrued in the pension arrangement up to that time.

The terms of the managing director service agreement of President and CEO Markus Rauramo are in line with Fortum’s Remuneration Policy for the Governing Bodies. The notice period for both parties is six (6) months. If the Company terminates the agreement, President and CEO Markus Rauramo is entitled to a fixed compensation for the notice period and a severance pay equal to six (6) months’ fixed compensation. No severance compensation is paid if the agreement is terminated by the President and CEO himself. The malus and clawback provisions for the President and CEO were not utilised in 2024.

In accordance with the terms of the Solidium bridge financing facility with the Finnish State, the President and CEO is not paid any short- or long-term incentives that accumulated in 2022 and 2023. The awards for the 2020–2022 and 2021–2023 LTI plans were originally scheduled for payment in 2024. The Board of Directors earlier resolved that the agreed deduction (EUR 68,082) related to the change in his role from the Deputy Chair to Chair in Uniper’s Supervisory Board in 2021 would have been done from the LTI payments in the spring of 2024. As Markus Rauramo decided to waive the awards for the 2020–2022 and 2021–2023 LTI plans and no LTI awards were paid in 2024, the Board of Directors resolved that the agreed deduction would be done from the incentive payments for the President and CEO in the spring of 2025.

President and CEO Markus Rauramo (EUR thousand)		Remuneration paid 2024	Remuneration earned 2024 and paid 2025
Fixed compensation	83%	1,586 <sup>1)</sup>	
Supplementary pension	17%	315	
Short-term incentives	0%	0 <sup>2)</sup>	239 <sup>5)</sup>
Long-term incentives	0%	0 <sup>3)</sup>	46 <sup>6)</sup>
Employee Share Savings Plan	0%	3 <sup>4)</sup>	5 <sup>7)</sup>
Total remuneration	100%	1,904	

1) Benefits and vacation pay are included in the fixed compensation.  
2) In accordance with the terms of the Solidium bridge financing facility with the Finnish State, the STI earned in 2023 were not paid.  
3) The awards for the 2020–2022 and 2021–2023 LTI plans were originally scheduled for payment in 2024. In May 2023, President and CEO Markus Rauramo decided to waive the awards for the 2020–2022 and the 2021–2023 LTI plans, thus no LTI awards were paid to Markus Rauramo in 2024.  
4) President and CEO Markus Rauramo earned a total of 235 matching shares (gross) for the 2021 Employee Share Savings plan amounting to a award of EUR 2,744.  
5) The STI earned in 2024 based on the outcome of performance measures was EUR 307.050. As resolved by the Board of Directors and described above, STI payable for 2024 is calculated taking into account the deduction related to the change in the Uniper Supervisory Board role in 2021.  
6) Estimated LTI earning of EUR 46,100. The net number of shares delivered will be disclosed on website after the publication of the Remuneration Report 2024.  
7) With regard to the 2022 Employee Share Savings plan, Markus Rauramo earned a total of 362 matching shares (gross) at the maximum, with the estimated earning of EUR 5,000. The matching share amount (gross) will be confirmed and the delivery of the net number of matching shares will take place in the spring of 2025.



## Remuneration 2024

### Remuneration Report for the Governing Bodies 2024

Chair’s foreword

Introduction

STI and LTI performance and outcomes

### Remuneration of the President and CEO

Remuneration and shareholding of the Board of Directors

Remuneration and Company performance over the last five financial years

### Remuneration of the other Fortum Leadership Team members and personnel in 2024

Remuneration elements for the other Fortum Leadership Team members and personnel

Information on incentive plans

Employee Share Savings Programme – forShares

Fortum Personnel Fund

## Summary of granted, earned and paid share-based incentives to the President and CEO

LTI plan, Performance period	2021–2023	2022–2024	2023–2025	2024–2026
Share delivery year	2024	2025	2026	2027
Performance measures	80% relative TSR 20% ESG	80% relative TSR 20% ESG	70% relative TSR 30% ESG	50% relative TSR 20% customer related measure 30% ESG
Outcome of the plan	9% (3%) <sup>1)</sup>	16.36% (5.46%) <sup>1)</sup>	—	—
Maximum number of shares granted (gross)	85,000 28,331 <sup>2)</sup>	62,000 20,702 <sup>2)</sup>	110,000 73,370 <sup>2)</sup>	125,000
Grant date	28 February 2021	28 February 2022	31 August 2023 <sup>5)</sup>	29 April 2024
Share price at grant, EUR	20.69	18.84	12.40	12.36
Maximum LTI value at grant, EUR	1,758,650 586,168 <sup>2)</sup>	1,168,080 390,026 <sup>2)</sup>	1,364,000 909,788 <sup>2)</sup>	1,545,000
Number of shares earned (gross)	2,550 <sup>3)</sup>	3,387	—	—
Number of shares delivered (net)	<sup>3)</sup>	<sup>4)</sup>	—	—
Share delivery date	<sup>3)</sup>	<sup>4)</sup>	—	—
Share price at delivery, EUR	<sup>3)</sup>	<sup>4)</sup>	—	—

1) Taking the pro-ratio into account, the final earning for Markus Rauramo led to an outcome of 3% of the original maximum number of shares granted in the 2021–2023 LTI plan and to an outcome of 5.5% in the 2022–2024 LTI plan.

2) Maximum number and maximum value of shares granted (gross) takes into account the remuneration restrictions applicable to the Fortum Leadership Team members in 2022 and 2023. In the 2021–2023 and 2022–2024 LTI plans: the original maximum number of shares granted and shares pro-rated 2/3; in the 2023–2025 LTI plan: original maximum number of shares granted and shares pro-rated 1/3.

3) In May 2023, President and CEO Markus Rauramo decided to waive the award for the 2021–2023 LTI plan, thus no shares were delivered to Rauramo in 2024.

4) Shares will be delivered after the publication of the Remuneration Report 2024.

5) Shares of the 2023–2025 LTI plan were granted in deviation from the schedule of the previous years due to the preparations related to the reorganisation of Fortum operating structure, businesses and enabling functions. The first phase was completed at the end of August, and the allocation process was finalised by the end of November 2023.

The President and CEO is required to build up and maintain a holding in Fortum shares equivalent to 100% of the gross fixed compensation; 50% of net shares (after-tax) received at each vesting of share-based remuneration must be retained until a shareholding of 100% of gross fixed compensation is met. As of 31 December 2024, the Fortum shareholding of the President and CEO amounted to 115,997 shares in total, thus meeting the shareholding requirement set for the role.

Remuneration 2024

Remuneration Report for  
the Governing Bodies 2024

Chair’s foreword

Introduction

STI and LTI performance and  
outcomes

Remuneration of the President  
and CEO

Remuneration and shareholding  
of the Board of Directors

Remuneration and Company  
performance over the last  
five financial years

Remuneration of the other Fortum  
Leadership Team members and  
personnel in 2024

Remuneration elements for the  
other Fortum Leadership Team  
members and personnel

Information on incentive plans

Employee Share Savings  
Programme – forShares

Fortum Personnel Fund



Remuneration of the President and  
CEO for 2025

In December 2024, the Board of Directors approved a change of the total remuneration structure of the President and CEO to better align with market practise. As of 1 January 2025 the President and CEO’s fixed compensation is reduced while the maximum earning potential for the variable remuneration (STI & LTI) is increased. The monthly fixed compensation of the President and CEO is EUR 100,000 (2024:125,000) and the total variable elements (STI and LTI) are capped at a maximum pay-out of 200% (2024:120%) of the annual fixed compensation. The maximum STI is capped at 100% (2024: 40%) of the annual fixed compensation. The maximum LTI at the moment of grant is 80–120% (2024: 100%) of the annual fixed compensation.

In December 2024, the Board of Directors also decided on the commencement of the STI 2025 plan and the 2025–2027 LTI plan. The designs of the incentive plans had been revised for the year 2024 to comply with the strategy renewed in 2023, and the performance measures for both plans had been set in accordance with the key strategic performance targets. The Board of Directors concluded to continue with the same design and the same performance measures as in the STI 2024 and the LTI 2024–2026. The STI 2025 performance measures and their weights set for the President and CEO as well as the performance measures and their weights set for the 2025–2027 LTI plan are presented in the adjacent tables.

The Board of Directors decided to grant 94,000 shares (gross) at the maximum to the President and CEO as part of the 2025–2027 LTI plan. The outcome of the STI 2025 plan will be confirmed in the spring of 2026, while the outcome of the 2025–2027 LTI plan will be confirmed in the spring of 2028. Furthermore, the President and CEO participates in the 2025 Employee Share Savings (ESS) plan. The matching share amount (gross) will be confirmed and the delivery of the net number of matching shares will take place in the spring of 2028.

STI 2025 performance measures		Weight (%)
Financial	Group comparable operating profit (MEUR)	40
	Group fixed costs (MEUR)	10
Operational	Availability of the production fleet (%)	10
Customer-related	Customer satisfaction index (CSI)	10
Sustainability	Completion of safety and security actions (%)	10
Team/ Individual	Joint Leadership Team measures: strategic projects focusing on flexibility, digitalisation and scalable growth and improvement of employee engagement	5
	Individual performance measure: development in growth projects and Fortum’s reputation among stakeholders	15

LTI 2025–2027 performance measures		Weight (%)
Financial	Relative TSR <sup>1)</sup>	50
Customer-related	Long-term power purchase agreements: the increase in the share of long-term customer power purchase agreements (PPA) as part of hedging	20
Sustainability	Development of a pipeline of renewable energy to respond to future demand-driven growth	15
	Emission reduction targets aligned with Science Based Targets initiative (SBTi)	15

<sup>1)</sup> LTI 2025–2027 relative TSR peer group is presented on [the page 18](#).

Remuneration 2024

Remuneration Report for the Governing Bodies 2024

Chair’s foreword

Introduction

STI and LTI performance and outcomes

Remuneration of the President and CEO

Remuneration and shareholding of the Board of Directors

Remuneration and Company performance over the last five financial years

Remuneration of the other Fortum Leadership Team members and personnel in 2024

Remuneration elements for the other Fortum Leadership Team members and personnel

Information on incentive plans

Employee Share Savings Programme – forShares

Fortum Personnel Fund

Remuneration and shareholding of the Board of Directors

The Shareholders’ Nomination Board proposed to the Annual General Meeting 2024 that the remuneration payable to the members of the Board of Directors would be changed in line with the earlier decision in principle to increase the remuneration, and the fees presented in the adjacent table would be paid for a term ending at the end of the Annual General Meeting 2025.

The Annual General Meeting held on 25 March 2024 approved the proposals of the Shareholders’ Nomination Board.

The annual fee for the Board work of the Board members is paid in company shares and in cash in such a way that approximately 40% of the amount of the annual fee is payable in shares acquired on behalf and in the name of the Board members, and the remainder in cash. The Company pays the costs and the transfer tax related to the purchase of the company shares. The meeting fees and the fixed fees for the Committee work are paid fully in cash.

The Board members are not in an employment relationship or service contract with Fortum and therefore they have not been given the opportunity to participate in Fortum’s STI or LTI programmes, nor has Fortum had a pension plan in which they could have opted to take part. The travel expenses are compensated to the members of the Board of Directors in accordance with Fortum’s travel policy.

In 2024, a total of 13 Board meetings and 22 Committee meetings were held. Further information about the Board and Committee meetings held in 2024 is available in the [Fortum Governance 2024](#) report.

Fees for the Board and Board Committee work in 2024

Fee, EUR	2024
Annual fee for the Board work	
Chair	128,200
Deputy Chair	79,400
Members	56,800
Fixed fee for the Committee work	
Chair of the Audit and Risk Committee (if simultaneously the Chair or Deputy Chair of the Board, the fixed fee of a Committee member is paid)	22,600
Member of the Audit and Risk Committee	5,400
Chair of the People and Remuneration Committee (if simultaneously the Chair or Deputy Chair of the Board, the fixed fee of a Committee member is paid)	22,600
Member of the People and Remuneration Committee	5,400
Chair of the Technology and Investment Committee (if simultaneously the Chair or Deputy Chair of the Board, the fixed fee of a Committee member is paid)	22,600
Member of the Technology and Investment Committee	5,400
Chair of any additional Committee established by a Board decision	only meeting fees are paid
Member of any additional Committee established by a Board decision	only meeting fees are paid
Meeting fees (incl. Committee meetings)	
Meeting fee	1,000
Meeting fee in case the member travels to the meeting outside his/her country of residence	2,000
Meeting fee when the member participates in the meeting via remote connection or for decisions that are confirmed without convening a meeting	1,000



Remuneration 2024

Remuneration Report for  
the Governing Bodies 2024

Chair’s foreword

Introduction

STI and LTI performance and  
outcomes

Remuneration of the President  
and CEO

Remuneration and shareholding  
of the Board of Directors

Remuneration and Company  
performance over the last  
five financial years

Remuneration of the other Fortum  
Leadership Team members and  
personnel in 2024

Remuneration elements for the  
other Fortum Leadership Team  
members and personnel

Information on incentive plans

Employee Share Savings  
Programme – forShares

Fortum Personnel Fund

Fees paid to the members of the Board of Directors in 2024

EUR thousand	Annual fee for the Board work, paid 2024	Fixed fee for the Committee work, paid 2024	Meeting fees, paid 2024	Total remuneration, paid 2024	Board service 2024	Shares owned 31 Dec 2024
Mikael Silvennoinen Chair of the Board and Chair of the People and Remuneration Committee	128	11	27	167	1 Jan–31 Dec	13,515 <sup>1)</sup>
Essimari Kairisto Deputy Chair and Chair of the Audit and Risk Committee	79	5	32	118	1 Jan–31 Dec	5,360
Ralf Christian Chair of the Technology and Investment Committee	57	23	29	109	1 Jan–31 Dec	4,050
Luisa Delgado	57	5	28	91	1 Jan–31 Dec	4,050
Jonas Gustavsson	57	5	28	90	1 Jan–31 Dec	3,065
Marita Niemelä	57	5	19	82	1 Jan–31 Dec	3,065
Teppo Paavola	57	5	32	94	1 Jan–31 Dec	8,780
Johan Söderström	57	5	16	79	1 Jan–31 Dec	3,065
Vesa-Pekka Takala	57	5	21	83	1 Jan–31 Dec	3,065
<b>Former Board members</b>						
Majja Strandberg	–	–	5	5	1 Jan–25 March	<sup>2)</sup>
<b>Total</b>	<b>605</b>	<b>71</b>	<b>236</b>	<b>916</b>		<b>48,015</b>

1) Includes the 6,849 Fortum shares held through Mikael Silvennoinen’s controlling company Agendum Oy.

2) Not disclosed

## Remuneration 2024

### Remuneration Report for the Governing Bodies 2024

Chair's foreword

Introduction

STI and LTI performance and outcomes

Remuneration of the President and CEO

Remuneration and shareholding of the Board of Directors

### Remuneration and Company performance over the last five financial years

### Remuneration of the other Fortum Leadership Team members and personnel in 2024

Remuneration elements for the other Fortum Leadership Team members and personnel

Information on incentive plans

Employee Share Savings Programme – forShares

Fortum Personnel Fund

## Remuneration and Company performance over the last five financial years

Fortum's performance measures for the short- and long-term incentive plans are strongly linked to the Company's profitability, the development of Fortum's share price and the development of the set sustainability targets. The business performance is directly reflected in the performance-based awards paid to the President and CEO.

The adjacent table presents the development of the remuneration of the Board of Directors, the President and CEO and the average employee, as well as the financial performance of the Company in the past five years (2020–2024).

In accordance with the proposal of the Shareholders' Nomination Board and the resolution of the Annual General Meeting 2024, the remuneration paid to the members of the Board of Directors changed in 2024. Shareholders' Nomination Board has reviewed the level of the Board remuneration and based on the review, outlined in 2021 the target of getting the Board remuneration gradually at market level by 2026. Shareholders' Nomination Board makes a proposal of the Board remuneration to the AGM annually.

During 2022, Fortum's operating environment changed drastically because of Russia's attack on Ukraine and the effects of the consequent European energy crisis, due to which the number of Board meetings increased significantly compared to the previous years. The increase in the number of meetings was reflected in the compensation amounts paid to the members of the Board of Directors in 2022.

EUR thousand	2024	2023	2022	2021	2020
<b>Current Board members</b>					
Mikael Silvennoinen	167	125	—	—	—
Essimari Kairisto	118	107	135	76	72
Ralf Christian	109	87	90	—	—
Luisa Delgado	91	73	102	34	—
Jonas Gustavsson	90	69	—	—	—
Marita Niemelä	82	59	—	—	—
Teppo Paavola	94	78	117	58	45
Johan Söderström	79	57	—	—	—
Vesa-Pekka Takala	83	67	—	—	—
<b>Former Board members</b>					
Maija Strandberg	5	78	—	—	—
Anja McAlister	—	5	122	65	57
Veli-Matti Reinikkala	—	10	181	92	77
Philipp Rösler	—	4	101	55	57
Annette Stube	—	11	105	57	42
Kimmo Viertola	—	6	86	—	—
Eva Hamilton	—	—	—	19	55
Matti Lievonen	—	—	—	32	101
Klaus-Dieter Maubach	—	—	—	15	65
Kim Ignatius	—	—	—	—	21
<b>Board of Directors</b>					
Total remuneration, average	92	56	115	50	59
<b>Board of Directors</b>					
Ordinary member annual fixed fee	57 <sup>1)</sup>	43 <sup>1)</sup>	43 <sup>1)</sup>	40	40
<b>President and CEO</b>					
Markus Rauramo	1,904	1,932	2,699	3,136	965
Average employee total remuneration <sup>2) 4)</sup>	88	80	80 <sup>3)</sup>	59	67
Comparable operating profit, continuing operations, EUR million <sup>4)</sup>	1,178	1,544	1,611 <sup>3)</sup>	1,429	1,344
Earnings per share, continuing operations, EUR <sup>4)</sup>	1.30	1.68	2.34 <sup>3)</sup>	4.49	2.05

1) Excluding the annual fixed fee for the Committee work.

2) Based on the figures in the consolidated financial statements, including wages and salaries, pensions, social security costs as well as short- and long-term incentives (excl. the President and CEO). The financial statements include costs accrued for the year.

3) Comparative information for 2022 has been restated following the reclassification of the Russian operations as discontinued operations in 2023. For additional information, see Financials 2023.

4) Including Russian operations in 2020-2021 and Uniper in 2020.

## Remuneration 2024

### Remuneration Report for the Governing Bodies 2024

Chair's foreword

Introduction

STI and LTI performance and  
outcomes

Remuneration of the President  
and CEO

Remuneration and shareholding  
of the Board of Directors

Remuneration and Company  
performance over the last  
five financial years

### Remuneration of the other Fortum Leadership Team members and personnel in 2024

Remuneration elements for the  
other Fortum Leadership Team  
members and personnel

Information on incentive plans

Employee Share Savings  
Programme – forShares

Fortum Personnel Fund

# Remuneration of the other Fortum Leadership Team members and personnel in 2024

The report regarding the remuneration of Fortum Leadership Team (FLT), excluding the President and CEO, and personnel has been prepared by the People and Remuneration Committee in accordance with the Remuneration Policy for the personnel and the Finnish Corporate Governance Code for listed companies while also taking into account the Government Resolution on the State Ownership Policy 2024. The report will be presented at AGM 2025 of Fortum Corporation but is not subject to an advisory resolution by the shareholders.

The report presents the decisions made regarding FLT members' pay in 2024 and the remuneration for the past five years on an aggregated level.





Remuneration 2024

Remuneration Report for  
the Governing Bodies 2024

Chair’s foreword

Introduction

STI and LTI performance and  
outcomes

Remuneration of the President  
and CEO

Remuneration and shareholding  
of the Board of Directors

Remuneration and Company  
performance over the last  
five financial years

Remuneration of the other Fortum  
Leadership Team members and  
personnel in 2024

Remuneration elements for the  
other Fortum Leadership Team  
members and personnel

Information on incentive plans

Employee Share Savings  
Programme – forShares

Fortum Personnel Fund

Remuneration elements for the other Fortum Leadership Team members and personnel

The Remuneration Policy for the personnel provides a structure that aligns the remuneration for the FLT (excl. the President and CEO) members and the personnel with the successful implementation of Fortum’s strategy and its

strategic priorities to deliver reliable clean energy, drive decarbonisation in industries and transform and develop. Our ethical and sustainable business practices are a core part of our daily operations, and our remuneration principles

contribute to the long-term success of the Company. The table below describes the content of the Policy at a glance.

Remuneration element, purpose, and link to strategy	Applied to	Key features of the policy
<b>Fixed compensation</b> Compensates for the job responsibilities and reflects the skills, knowledge, and experience of the individual.	All personnel	<p>The fixed compensation is typically reviewed annually and is targeted at a market level vs. relevant peer group/market.</p> <p>For the FLT members, the Board of Directors considers various factors when determining any change in fixed compensation, including individual contribution, business performance, role scope and employee pay across Fortum. When setting the total remuneration for the FLT members, alignment with market benchmark data from Nordic and Finnish listed companies of similar size and, where necessary, European companies operating in a relevant sector, is considered.</p>
<b>Pension and other benefits</b> Provide a retirement benefit in addition to the statutory pensions, in line with local market practices, and support employee recruitment, engagement, and retention.	All personnel	<p>The pension arrangements shall reflect the relevant market practice.</p> <p>For the FLT members, a supplementary pension plan is provided as part of the total remuneration in accordance with the relevant market practice. Since 2016, all new supplementary pension arrangements for the FLT members are defined contribution plans with the pension premium of 20% of the annual base salary.</p> <p>Other benefits are provided in line with appropriate levels indicated by local market practice in the country of employment and can vary year by year. Various benefits are typically provided within the same framework and similar coverage for all employees within a country, with the exception of certain benefits based on the position.</p> <p>Employees are also eligible to participate in programmes that may be offered at any given point, such as the share savings programme, project and recognition awards, retention awards paid in cash or shares, insurance benefits, seniority or birthday remembrance.</p>
<b>Short-term incentives (STI)</b> Support achievement of the Group’s annual financial, strategic, and sustainability targets.	All personnel	<p>Performance measures, weights, and targets for the selected measures are set annually by the Board of Directors to ensure that they continue to support the Company strategy. These can vary from year to year to reflect the business priorities, and they typically include a balance of Group’s financial, environmental, social and governance as well as team/individual performance measures.</p> <p>The STI target and maximum incentive potential (on top of the base salary) depend on the position and reflect the possibility to influence the Company performance. The incentive potential may vary to reflect the local market practice as well as the specific nature of the position.</p> <p>After the year-end, the Board of Directors reviews the performance and determines the extent to which each of the targets has been achieved, in order to determine the final pay-out level. The possible STI award is paid in cash.</p>
<b>Long-term incentives (LTI)</b> Support the delivery of the Group’s sustainable long-term performance, align the interests of management with those of shareholders, and support in committing and retaining key individuals.	FLT and other key individuals	<p>Fortum’s LTI programme consists of annually commencing individual plans with a three-year performance period. Performance measures, weights, and targets for these selected measures are set by the Board of Directors to ensure that they continue to support the Company strategy. Performance measures typically include financial, share-price related and sustainability measures and may also include other strategic measures.</p> <p>The LTI is allocated based on a maximum number of shares that can be earned in case all of the performance criteria set are achieved at their maximum level.</p> <p>Following the end of the performance period, the Board of Directors reviews the performance and determines the extent to which each of the targets has been achieved in order to determine the final pay-out level.</p>
<b>Shareholding requirement</b> Ensures alignment of the interests of the FLT members with those of the shareholders.	FLT	<p>The FLT members are required to build up and maintain a holding in Fortum shares equivalent to 100% of their gross fixed compensation; 50% of the net shares (after-tax) received at each vesting of share-based remuneration must be retained until the shareholding of 100% of gross fixed compensation is met.</p>

## Remuneration 2024

### Remuneration Report for the Governing Bodies 2024

Chair's foreword

Introduction

STI and LTI performance and outcomes

Remuneration of the President and CEO

Remuneration and shareholding of the Board of Directors

Remuneration and Company performance over the last five financial years

### Remuneration of the other Fortum Leadership Team members and personnel in 2024

#### Remuneration elements for the other Fortum Leadership Team members and personnel

Information on incentive plans

Employee Share Savings Programme – forShares

Fortum Personnel Fund

## Changes in the Fortum Leadership Team in 2024

In 2024, the following changes took place in the FLT: Nora Steiner-Forsberg, Executive Vice President, Legal, General Counsel, Eveliina Dahl, Executive Vice President, People and Procurement and Bernhard Günther, Chief Transformation Officer, stepped down from the FLT and left Fortum on 31 December 2024 to take on positions outside Fortum. Karin Svenske Nyberg was appointed as Executive Vice President, People as of 1 May 2025 and Kati Levoranta as Executive Vice President, Legal, General Counsel latest as of 1 July 2025.

Fortum Leadership Team as per 31 December 2024:

- **Markus Rauramo**, President and CEO
- **Mikael Lemström**, Executive Vice President, Hydro Generation
- **Petra Lundström**, Executive Vice President, Nuclear Generation
- **Peter Strannegård**, Executive Vice President, Renewables and Decarbonisation
- **Simon-Erik Ollus**, Executive Vice President, Corporate Customers and Markets
- **Mikael Rönnblad**, Executive Vice President, Consumer Solutions, Digitalisation and Innovation
- **Tiina Tuomela**, Chief Financial Officer (CFO)
- **Nebahat Albayrak**, Executive Vice President, Sustainability and Corporate Relations
- **Eveliina Dahl**, Executive Vice President, People and Procurement
- **Nora Steiner-Forsberg**, Executive Vice President, Legal, General Counsel
- **Bernhard Günther**, Chief Transformation Officer (CTO), Transformation and IT

## Remuneration of the other FLT members

The short-term incentives earned in 2023 and the award for the 2021–2023 LTI plan were not paid in the spring of 2024 due to the remuneration restrictions set for the FLT and the FLT members' decision to waive their respective LTI awards. In the STI 2024 plan, the performance measures set for the other FLT members comprised financial measures (Comparable Operating Profit and Group fixed costs) with 40% weight, operational measure (availability of the production fleet) with 10% weight and ESG measures (net promoter score/customer satisfaction index and safety actions) with 20% weight. Additionally, the FLT members had one joint measure with 10% weight and individual performance measures with 20% weight. The joint FLT measure related to the development of strategic growth options and the improvement of employee engagement. Information of the STI 2024 financial, operational and ESG measures and their outcomes, the outcome for the 2022–2024 LTI plan as well as the remuneration restrictions for the years 2022 and 2023 are available in section STI and LTI performance and outcomes on pages 5–7. In 2024 the maximum STI was limited to 40% of the annual fixed compensation and the variable elements in total (STI and LTI) were limited to a maximum pay-out of 120% of the FLT members' annual fixed compensation. The STI earned in 2024 and the award for the 2022–2024 LTI plan will be paid to the FLT members in the spring of 2025.

The FLT members (excl. the President and CEO) earned a total of 810 matching shares (gross) for the 2021 Employee Share Savings (ESS) plan. The delivery of the net number of the matching shares (474 shares in total) took place in March 2024. With regard to the 2022 ESS plan, based on the number of shares held on 31 December 2024, the FLT members earned a total of 1,121 matching shares (gross) at the maximum. The matching share amount (gross) will be confirmed and the delivery of the net number of the matching shares will take place in the spring of 2025. Furthermore, the FLT members have participated in the 2024 Employee Share Savings (ESS) plan. The matching share amount (gross) will be confirmed and the delivery of the net number of matching shares will take place in the spring of 2027.

Remuneration 2024

Remuneration Report for  
the Governing Bodies 2024

Chair’s foreword

Introduction

STI and LTI performance and  
outcomes

Remuneration of the President  
and CEO

Remuneration and shareholding  
of the Board of Directors

Remuneration and Company  
performance over the last  
five financial years

Remuneration of the other Fortum  
Leadership Team members and  
personnel in 2024

Remuneration elements for the  
other Fortum Leadership Team  
members and personnel

Information on incentive plans

Employee Share Savings  
Programme – forShares

Fortum Personnel Fund

Remuneration of the other Fortum Leadership Team members 2020–2024

EUR thousand	2024	2023	2022	2021	2020
Fixed compensation <sup>1)</sup>	3,844	3,369	3,447	3,727	3,195
Supplementary pension	676	792	717	513	527
Short-term incentives	0 <sup>2)</sup>	68 <sup>2)</sup>	1,032	478	657
Long-term incentives	0 <sup>3)</sup>	86 <sup>4)</sup>	1,223	2,250	3,598
Employee Share Savings plan	9 <sup>5)</sup>	11	–	–	–
<b>Total remuneration</b>	<b>4,529</b>	<b>4,327</b>	<b>6,419</b>	<b>6,968</b>	<b>7,977</b>

- 1) Benefits and vacation pay are included in the fixed compensation.
- 2) In accordance with the terms of the Solidium bridge financing facility with the Finnish State, the STI earned in 2022 and 2023 were not paid. The new FLT members who joined the FLT as of 31 March 2023 were eligible for the short-term incentives accumulated in 2022 based on their previous roles in the Company.
- 3) The awards for the 2020–2022 and 2021–2023 LTI plans were originally scheduled for payment in 2024. In May 2023, the FLT members decided to waive their respective awards for the 2020–2022 and the 2021–2023 LTI plans, thus no LTI awards were paid in 2024.
- 4) The amount stated in the table above includes the LTI award paid to the new FLT members who were eligible for the award for the 2020–2022 LTI plan based on their previous roles in the Company. These shares were delivered in March 2023 resulting in taxable income in April 2023. The amount includes also the RSP 2020–2022 award paid, based on the Executive agreement, to EVP, Sustainability and Corporate Relations in the spring of 2023.
- 5) With regard to the 2021 Employee Share Savings plan, the FLT members (excl. the President and CEO) earned a total of 810 matching shares (gross) amounting to a award of EUR 9,413.

Remuneration of the other  
FLT members for 2025

For FLT members (excl. President and CEO) total variable elements (STI and LTI) are capped at a maximum pay-out of 200% (2024:120%) of the annual fixed compensation. The maximum STI is capped at 50% (2024: 40%) of the annual fixed compensation. The maximum LTI at the moment of grant is 80–120% (2024: 100%) of the annual fixed compensation.

The STI 2025 performance measures and their weights set for the FLT members (excl. President and CEO) are presented in the adjacent table. The performance measures and their weights set for the 2025–2027 LTI plan are presented on page 10. As part of the 2025–2027 LTI plan, 172,000 shares (gross) at the maximum were granted to the FLT members (excl. the President and CEO) who are employed as of the beginning of the year 2025. The outcome of the STI 2025 plan will be confirmed in the spring of 2026, while the outcome of the 2025–2027 LTI plan will be confirmed in the spring of 2028. Furthermore, the FLT members participate in the 2025 Employee Share Savings (ESS) plan. The matching share amount (gross) will be confirmed and the delivery of the net

number of matching shares will take place in the spring of 2028.

STI 2025 performance measures		Weight (%)
Financial	Group comparable operating profit (MEUR)	30
	Group fixed costs (MEUR)	10
Operational	Availability of the production fleet (%)	10
Customer-related	Customer satisfaction index (CSI)	10
Sustainability	Completion of safety and security actions (%)	10
Team/ Individual	Joint Leadership Team measure: strategic projects focusing on flexibility, digitalisation and scalable growth and improvement of employee engagement	10
	Individual performance measure(s)	20





## Remuneration 2024

### Remuneration Report for the Governing Bodies 2024

Chair's foreword

Introduction

STI and LTI performance and outcomes

Remuneration of the President and CEO

Remuneration and shareholding of the Board of Directors

Remuneration and Company performance over the last five financial years

### Remuneration of the other Fortum Leadership Team members and personnel in 2024

Remuneration elements for the other Fortum Leadership Team members and personnel

### Information on incentive plans

Employee Share Savings Programme – forShares

Fortum Personnel Fund

## Information on incentive plans

### Short-term incentive plans (STI)

The Group-level measures and outcomes of the STI 2024 plan are described on page 6. The design and performance measures of the STI 2025 plan are the same as in the STI 2024 plan comprising the Group's financial, operational, customer-related and sustainability measures as well as business-/function-specific measures and/or team/individual measures. The financial performance measure consists of the Group's comparable operating profit (30% weight) and Group fixed costs (10% weight). The operational measure (10% weight) is based on the availability of the production fleet, customer-related measure on the customer satisfaction index, CSI (10% weight) and sustainability measure on safety and security actions (10% weight). The business/function specific measures and/or team/individual measures are set taking the business/function priorities and employees' roles and responsibilities into account (30% weight). The STI 2025 structure for the President and CEO is presented on page 10, and for the other FLT members on page 17.

### Long-term incentive plans (LTI)

Fortum's LTI programme consists of the annually commencing LTI plans with a three-year performance period. The relative TSR measured against a peer group of European utilities has been set as the financial measure in the LTI programme since 2019. An ESG-related measure as part of the LTI target setting was introduced for the first time in the 2020–2022 LTI plan.

In the 2022–2024 LTI plan, the ESG measure was related to the reduction of the absolute CO<sub>2</sub> emissions in the European

fossil fleet, based on a fossil fleet review addressing the Group's European generation portfolio and a pathway developed to reach Fortum Group's 2030 and 2035 climate targets. The relative TSR measured against a peer group consisting of European utilities and gas companies also remained as a measure in the plan. As a result of the divestment of Uniper in 2022, the ESG measure was revised in early 2023. The revised climate target for 2022–2024 was related to the reduction of the absolute CO<sub>2</sub> emissions of the Company in Europe, i.e., including also Fortum's Recycling and Waste business.

In the 2023–2025 LTI plan, the ESG measure is linked to emission reduction targets based on climate science (SBTi 1.5°C) and related to emissions in Europe and to Fortum's reputation index development among key stakeholders. The relative TSR measured against a peer group of European utilities remained as a measure in the plan but as a result of the divestment of Uniper and Fortum's renewed strategy, changes were made to the companies in the peer group to better correspond to Fortum.

In the 2024–2026 LTI plan, the performance measures consist of financial, customer-related and ESG measures. The relative TSR measured against a peer group of European utilities is set for the financial measure. The relative TSR peer group is the same as in the 2023–2025 LTI plan consisting of the following companies: A2A S.p.A., Acciona energías renovables, BKW AG, Centrica plc, CEZ, a.s., Drax Group plc, Encavis AG, EDP - Energias de Portugal, S.A., EDP Renováveis, S.A., Endesa, S.A., Enel SpA, ENGIE SA, E.ON SE, Hera S.p.A., Iberdrola, S.A., Iren SpA., Naturgy Energy Group, S.A., RWE Aktiengesellschaft, SSE plc, Veolia Environnement S.A., VERBUND AG and Ørsted A/S. The customer related measure is based on the increase in

the share of long-term customer power purchase agreements (PPA) as part of hedging. The ESG measures are based on the development of a pipeline of renewable energy to respond to future demand-driven growth and emission reduction targets aligned with Science Based Targets initiative (SBTi 1.5°C).

In the 2025–2027 LTI plan, the performance measures consist of financial, customer-related and sustainability measures. The relative TSR measured against a peer group of European utilities is set for the financial measure. The relative TSR peer group is the same as in the 2024–2026 LTI plan, excluding Hera S.p.A., Iren SpA. and Veolia Environment S.A. which were removed from the 2025–2027 LTI plan peer group based on the divestment of Fortum's Recycling and Waste business. The customer-related measure is based on the increase in the share of long-term customer power purchase agreements (PPA) as part of hedging. The sustainability measures are based on the development of a pipeline of renewable energy to respond to future demand-driven growth and emission reduction targets aligned with Science Based Targets initiative (SBTi 1.5°C).

Since 2020, as resolved by the Board of Directors, Fortum has also had a Restricted Share Plan (RSP) in place to supplement the LTI programme. In the RSP, a maximum number of shares can be allocated for a three-year plan period in accordance with the customary LTI plan, but the plan is excluded from the performance targets. On 31 December 2024, the amount of shares allocated was 30,772 in the RSP 2022–2024 and 35,951 in the RSP 2023–2025. In the RSP 2024–2026 the amount of shares allocated was 97,500 including allocations for two FLT members. The delivery of the RSP 2022–2024 award is expected to take place in the spring of 2025.

Remuneration 2024

Remuneration Report for  
the Governing Bodies 2024

Chair’s foreword

Introduction

STI and LTI performance and  
outcomes

Remuneration of the President  
and CEO

Remuneration and shareholding  
of the Board of Directors

Remuneration and Company  
performance over the last  
five financial years

Remuneration of the other Fortum  
Leadership Team members and  
personnel in 2024

Remuneration elements for the  
other Fortum Leadership Team  
members and personnel

Information on incentive plans

Employee Share Savings  
Programme – forShares

Fortum Personnel Fund

Summary table of LTI Performance Share Plans (PSP)

LTI plan, Performance period	2021–2023	2022–2024	2023–2025	2024–2026	2025–2027
Share delivery year	2024 <sup>1)</sup>	2025	2026	2027	2028
Performance measures	80% relativeTSR 20% ESG	80% relativeTSR 20% ESG	70% relativeTSR 30% ESG	50% relative TSR 20% Customer-related measure 30% ESG	50% relative TSR 20% Customer-related measure 30% Sustainability
Outcome of the plan	9%	16.36%			
Maximum number of shares granted (gross)	317,000 <sup>2)</sup>	300,644 <sup>2)</sup>	667,586 <sup>2)</sup>	918,870 <sup>2)</sup>	<sup>6)</sup>
Number of shares forfeited	6,239 <sup>3)</sup>	<sup>4)</sup>			
Number of shares earned (gross)	27,000	<sup>4)</sup>			
Number of participants (at delivery)	79	<sup>4)</sup>			
Grant date	28 Feb 2021	28 Feb 2022	31 Aug 2023 30 Nov 2023 <sup>5)</sup>	29 Feb 2024	<sup>6)</sup>
Share price at grant, EUR	20.69	18.84	12.40 12.89 <sup>5)</sup>	11.55	<sup>6)</sup>
Share delivery date	14 Feb 2024	<sup>4)</sup>			
Share price at delivery, EUR	10.94	<sup>4)</sup>			

1) In May 2023, the Fortum Leadership Team members decided to waive their awards for 2021–2023 LTI plan. Therefore, no shares were delivered to the Leadership Team members in 2024.

2) The number of shares granted presents the situation as on 31 December 2023 regarding the 2021–2023 LTI plan and as on 31 December 2024 regarding the 2022–2024, 2023–2025 and 2024–2026 LTI plans. The remuneration restrictions for the Fortum Leadership Team members in 2022 and 2023 have been taken into account in the relevant LTI plans. The number of shares granted for the 2021–2023 LTI plan takes also into account the LTI awards waived by the Leadership Team members.

3) Granted shares lost due to the termination of the employment after 31 December 2023.

4) The share delivery will take place after the publication of the Remuneration Report 2024.

5) The shares of the 2023–2025 LTI plan were granted in deviation from the schedule of the previous years in connection with the preparations related to the reorganisation of the Fortum operating structure, businesses and enabling functions. The first phase was completed at the end of August, and the allocation process was finalised by the end of November 2023.

6) The planned grant date of the 2025–2027 LTI plan is 28 February 2025.

Remuneration 2024

Remuneration Report for  
the Governing Bodies 2024

Chair’s foreword

Introduction

STI and LTI performance and  
outcomes

Remuneration of the President  
and CEO

Remuneration and shareholding  
of the Board of Directors

Remuneration and company  
performance over the last  
five financial years

Remuneration of the other Fortum  
Leadership Team members and  
personnel in 2024

Remuneration elements for the  
other Fortum Leadership Team  
members and personnel

Information on incentive plans

Employee Share Savings  
Programme – forShares

Fortum Personnel Fund

Summary of shares delivered (net) to the Fortum Leadership Team

LTI plan	Performance Share Plan 2021–2023	Performance Share Plan 2022–2024	Shares owned 31 Dec 2024
<b>Markus Rauramo</b> President and CEO	1)	2)	115,997
<b>Nebahat Albayrak</b> Executive Vice President, Sustainability and Corporate Relations	1)	2)	3,557
<b>Eveliina Dahl</b> Executive Vice President, People and Procurement	1)	3)	3,414
<b>Bernhard Günther</b> Chief Transformation Officer	1)	3)	1,392
<b>Mikael Lemström</b> Executive Vice President, Hydro Generation	1)	2)	15,155
<b>Petra Lundström</b> Executive Vice President, Nuclear Generation	1)	2)	14,314
<b>Simon-Erik Ollus</b> Executive Vice President, Corporate Customers and Markets	1)	2)	7,664
<b>Mikael Rönnblad</b> Executive Vice President, Consumer Solutions, Digitalisation and Innovation	1)	2)	20,887
<b>Nora Steiner-Forsberg</b> Executive Vice President, Legal, General Counsel	1)	3)	2,091
<b>Peter Strannegård</b> Executive Vice President, Renewables and Decarbonisation	1)	2)	4,380
<b>Tiina Tuomela</b> Chief Financial Officer	1)	2)	40,772
<b>Total</b>	<b>0</b>	<b>0</b>	<b>229,623</b>

1) In May 2023, the Fortum Leadership Team members decided to waive their respective awards for 2021–2023 LTI plan. Therefore, no shares were delivered to the Leadership Team members in 2024.  
2) The share delivery will take place after the publication of the Remuneration Report 2024.  
3) Eveliina Dahl, Bernhard Günther and Nora Steiner-Forsberg left Fortum on 31 December 2024.

The FLT members are required to build up and maintain a holding in Fortum shares equivalent to 100% of their gross fixed compensation. 50% of the net shares (after-tax) received at each vesting of share-based remuneration must be retained until a shareholding of 100% of gross fixed compensation is met.

Employee Share Savings  
Programme – forShares

Fortum has an Employee Share Savings programme since the year 2020. The objective of the programme, forShares, is to motivate the employees to invest in Fortum shares and retain ownership in the Company. The programme consists of annually commencing savings periods, and the annual launch of each period is separately resolved by the Board of Directors. The participants of the ESS programme will invest a part of their monthly salary, and based on this investment they will, as a gross reward, be granted matching shares for the purchased savings shares after approximately three years from the beginning of the respective savings period.

Based on the decisions made by the Board of Directors, the matching ratio for the 2024 and 2025 savings periods is 2:1. The employee participation rate in the 2024 savings period was 35% of the eligible employees, and 36% in the 2025 savings period.

The holding period for the shares purchased under the 2022 ESS plan ended at the end of 2024. The participants have earned matching shares (gross) according to the terms and conditions of the programme. The matching ratio for the 2022 savings period was 2:1. The delivery of the net number of the matching shares to the participants will take place in the spring of 2025.

Fortum Personnel Fund

Fortum employees in Finland who do not participate in the long-term incentive programme are eligible for the Fortum Personnel Fund. The amount annually paid to the Personnel Fund is based on the achievement of the annual targets. In 2024, the payment to the Fund totalled EUR 1.2 million (EUR 0.0 million in 2023).