

# ALTIA

## **Altia Plc: Decisions taken by Altia's Annual General Meeting 2021 and Altia's Board of Directors**

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### **Altia Plc: Decisions taken by Altia's Annual General Meeting 2021 and Altia's Board of Directors**

Altia's Annual General Meeting was held in Helsinki on 19 March 2021. The shareholders and their proxy representatives could only participate in the meeting and exercise their shareholder's rights by voting in advance as well as by submitting counterproposals and asking questions in advance. It was not possible to participate in the meeting in person at the meeting venue. The extraordinary meeting procedures were based on the temporary legislation (667/2020) that entered into force on 3 October 2020.

The Annual General Meeting adopted the financial statements and discharged the members of the Board of Directors and the CEO from liability for the financial year 2020.

### **Dividend payment**

The meeting approved the proposal by the Board of Directors to pay a dividend of EUR 0.35 per share for the financial year 2020. The dividend will be paid on 30 March 2021 to a shareholder registered in the shareholders' register held by Euroclear Finland Oy on the record date of the payment, i.e. 23 March 2021.

### **Adoption of the Remuneration Report of the governing bodies**

The Annual General Meeting adopted the Remuneration Report of the governing bodies.

### **Remuneration of the members of the Board of Directors**

The meeting decided based on the proposal by the Shareholders' Nomination Board that the remuneration to the members of the Board of Directors during the next term consists of a monthly term of office fee as follows:

- EUR 4 000 per month, Chairman
- EUR 2 500 per month, Vice Chairman
- EUR 2 000 per month, member

In addition to the monthly fee, the Board members receive a meeting fee for the Board of Directors and Board Committee meetings of EUR 600 per meeting for Board members residing in Finland and EUR 1 200 per meeting for Board members residing abroad. Travel expenses are reimbursed in accordance with the company's travel policy.

The decision regarding the remuneration of the members of the Board of Directors concern the term of office of the Board of Directors of Altia Plc that ends on the closing date of the merger of Altia Plc and Arcus ASA, however no later than by the end of Altia Plc's 2022 Annual General Meeting.

### **Composition of the Board of Directors**

The meeting approved the number of members of the Board of Directors to be seven (7). The current members of the Board of Directors Jukka Leinonen, Tiina Lencioni, Jyrki Mäki-Kala, Jukka Ohtola, Anette Rosengren, Torsten Steenholt and Sanna Suvanto-Harsaae were re-elected as members of the Board of Directors. Sanna Suvanto-Harsaae was elected as Chairman and Jyrki Mäki-Kala as Vice Chairman of the Board of Directors.

The term for the members of the Board of Directors ends on the closing date of the merger of Altia Plc and Arcus ASA, however no later than by the end of Altia Plc's 2022 Annual General Meeting.

Altia Plc's Extraordinary General Meeting held on 12 November 2020 approved the merger of Altia and Arcus ASA in accordance with the merger plan approved by the Board of Directors of Altia and Arcus on 29 September 2020, including the number of members, the composition and remuneration of the Board of Directors of the combined company. The term for the members of the Board of Directors conditionally elected to the Board of Directors at the Extraordinary General Meeting held on 12 November 2020 commences on the closing date of the merger and expires at the end of the Annual General Meeting of the combined company held in 2022.

### **Auditor**

In accordance with the recommendation by the Audit Committee, the Annual General Meeting re-elected PricewaterhouseCoopers Oy as the company's auditor for a term that ends at the close of the next Annual General Meeting. PricewaterhouseCoopers Oy has informed the company that Authorized Public Accountant Ylva Eriksson continues as the auditor in charge. The meeting decided that the auditor's fees be paid against an invoice approved by the company.

### **Authorization of the Board of Directors to resolve on an extra dividend**

Further to the dividend payable for the financial year 2020 the Annual General Meeting decided based on the proposal by the Board of Directors to renew the Board of Directors' authorization to resolve on an extra dividend granted by Altia Plc's Extraordinary General Meeting held on 12 November 2020.

In connection with the resolution to approve the merger between Altia Plc and Arcus ASA, Altia Plc's Extraordinary General Meeting held on 12 November 2020 authorized the Board of Directors to resolve on the payment of an extra dividend, in one or several instalments, in the maximum total amount of EUR 0.40 per share (representing approximately EUR 14.5 million) to the shareholders of the company prior to the registration of the execution of the merger between Altia Plc and Arcus ASA. This authorization granted by the Extraordinary General Meeting was valid until the Annual General Meeting held in 2021.

Thus, as the above mentioned authorization would have otherwise expired at the Annual General Meeting, the Annual General Meeting decided to renew the Board of Directors' authorization so that the Board of Directors is authorized to resolve on the payment of an extra dividend in the same amount and on the same terms and conditions as in the authorization granted by the Extraordinary General Meeting held on 12 November 2020.

### **Minutes of the meeting**

The minutes of the Annual General Meeting will be available as of 2 April 2021 at the latest on Altia's website at: [www.altiagroup.com/investors](http://www.altiagroup.com/investors).

### **Organisational meeting of the Board of Directors**

Altia's Board of Directors held its organisational meeting after the Annual General Meeting and elected members of the Audit and Human Resources Committees as follows:

- Audit Committee: Jyrki Mäki-Kala (Chairman), Tiina Lencioni, Torsten Steenholt and Sanna Suvanto-Harsaae
- Human Resources Committee: Sanna Suvanto-Harsaae (Chairman), Jukka Leinonen and Jukka Ohtola

The Board of Directors has assessed that all members of the Board of Directors are independent of the company. Furthermore, all members of the Board of Directors, with the exception of Jukka Ohtola, are independent of the company's major shareholders. Jukka Ohtola holds an office in the Ownership Steering Department of the Finnish Prime Minister's Office and is therefore not independent of the company's major shareholders.

ALTIA PLC

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