



# Proposals by Anora's Shareholders' Nomination Board to the Annual General Meeting 2025

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Anora's Shareholders' Nomination Board has submitted its proposals to the Annual General Meeting, which is planned to be held on 15 April 2025. Anora's Board of Directors will summon the Annual General Meeting later.

The Shareholders' Nomination Board proposes to the Annual General Meeting that the number of members of the Board of Directors would be seven (7), and that of the present members Michael Holm Johansen, Christer Kjos, Annareetta Lumme-Timonen, Jyrki Mäki-Kala, Florence Rollet and Torsten Steenholt would be re-elected and that Rebecca Tallmark would be elected as a new member of the Board of Directors. The Board members' term of office lasts until the end of the next Annual General Meeting.

Rebecca Tallmark, M.Sc. (Econ.), born 1976, Swedish citizen, has an extensive and versatile background, most recently as Executive Vice President, Small and Medium sized business at the Swedish listed company Dustin, a leading online IT partner in the Nordics and Benelux. Prior to Dustin, she worked in strategy, business development and M&A roles at AxIndustries/Axel Johnson International and Systembolaget. She has a consulting background from McKinsey & Company. The Nomination Board has assessed that Rebecca Tallmark is independent of the company and its significant shareholders. CV and photo of Tallmark is attached to this release.

Further, the Nomination Board proposes that Michael Holm Johansen would be re-elected as Chairperson and Jyrki Mäki-Kala re-elected as Vice Chairperson of the Board of Directors.

With regard to the election procedure for the proposed composition of the Board of Directors, the Shareholders' Nomination Board recommends that shareholders take a position on the proposal as a whole at the Annual General Meeting. At Anora, the Shareholders' Nomination Board established by the General Meeting of Shareholder is, in line with good corporate governance, separate from the Board of Directors. The Shareholders' Nomination Board shall, in addition to ensuring that individual nominees for membership of the Board of Directors possess the required level of expertise, knowledge and competence, also pay attention to that the proposed Board of Directors as a whole has a good and balanced diversity and the required competences and that the composition of the Board of Directors also meets the requirements of the Finnish Corporate Governance Code for listed companies.

In addition to the Board members elected by the Annual General Meeting, Anora's employees have, in accordance with the agreement on employee participation between Anora and the special negotiating body of the employees, elected one member and his/her deputy to the Board of Directors. As announced earlier, Jussi Mikkola (deputy Tero Kollanus) was elected in April 2024 and his term of office lasts until the end of the Annual General Meeting 2026. The Board member elected by Anora's employees receives a meeting fee, as determined by the Board of Directors in accordance with said agreement on employee participation.

The Shareholders' Nomination Board proposes to the Annual General Meeting that the remuneration to be paid to the Board members elected by the Annual General Meeting will be an annual fee as follows:

- EUR 72,500, Chairperson (current EUR 70,000)
- EUR 49,500, Vice Chairperson (current EUR 48,000)
- EUR 33,000, member (current EUR 32,000)

In addition to these fees, the following annual fees are proposed to Board members elected by the Annual General Meeting who are appointed by the Board as members of the Board's permanent Committees:

Audit Committee:

- EUR 10,000, Chairperson (current EUR 10,000)
- EUR 5,000, member (current EUR 5,000)

Human Resources Committee:

- EUR 8,000, Chairperson (current EUR 8,000)
- EUR 4,000, member (current EUR 4,000)

In addition to the annual fees, the Board members elected by the Annual General Meeting would receive a meeting fee for the Board of Directors and Board Committee meetings of EUR 700 (current EUR 650) per meeting and EUR 1,400 (current EUR 1,300) per meeting for members travelling to a meeting outside her/his country of residence. Travel expenses would be reimbursed in accordance with the company's travel policy.

The Shareholders' Nomination Board is of the opinion that shareholding by the Board members in Anora benefit all shareholders. Therefore, the Shareholders' Nomination Board recommends that the Board members elected by the Annual General Meeting accumulate a shareholding in Anora that exceeds his/her one-time annual remuneration.

As announced on 16 September 2024, the members of Anora's Shareholders' Nomination Board are:

- Stein Erik Hagen, Canica AS, Chairman of the Shareholders' Nomination Board
- Petter Söderström, Solidium Oy
- Tone Østensen, Geveran Trading Co. Limited

In addition, Michael Holm Johansen and Jyrki Mäki-Kala, Chairman and Vice Chairman of Anora's Board of Directors, act as expert members in the Nomination Board.

For more information on the Shareholders' Nomination Board, please refer to <http://anora.com/en/investors/governance/shareholders-nomination-board>

## **ANORA GROUP PLC**

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