

## **Proposals of the Board of Directors of Altia Plc to the Annual General Meeting convening on 25 March 2020**

### **Resolution on the use of profit shown on the balance sheet and the payment of dividend**

According to the Financial Statements on 31 December 2019, the parent company's distributable funds amount to EUR 96 936 582.11, including profit for the period of EUR 38 585 786.54.

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.42 per share be paid for the financial year 2019. The dividend will be paid to a shareholder registered in the shareholders' register held by Euroclear Finland Oy on the record date of the payment, i.e. 27 March 2020. The Board of Directors proposes that the dividend be paid on 3 April 2020.

### **Adoption of the Remuneration Policy for governing bodies**

The Board of Directors proposes to the Annual General Meeting that the Remuneration Policy for the governing bodies be adopted.

### **Resolution on the remuneration of the auditor**

Upon the recommendation of the Audit Committee, the Board of Directors proposes to the Annual General Meeting that the auditor's fees be paid against an invoice approved by the company.

### **Election of the auditor**

Upon the recommendation of the Audit Committee, the Board of Directors proposes to the Annual General Meeting, that PricewaterhouseCoopers Oy be re-elected 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 would continue as the auditor in charge.

### **Amendment of the Articles of Association**

The Board of Directors proposes to the Annual General Meeting that the first sentence of Article 4 of the company's Articles of Association be amended in order to set the maximum number of members of the Board of Directors of the company at eight members instead of the current seven members. The first sentence of Article 4 of the Articles of Association would following the amendment read as follows:

"The company's Board of Directors shall comprise a minimum of three (3) and a maximum of eight (8) members."

Article 4 of the Articles of Association will otherwise remain unchanged.

Further, the Board of Directors proposes to the Annual General Meeting that Article 11 of the company's Articles of Association be amended so that the Annual General Meeting shall decide, in addition to the items that currently appear from Article 11, also on the adoption of the remuneration policy when necessary, and on the adoption of the remuneration report. Article 11 of the Articles of Association would following the amendments read as follows:

"The Annual General Meeting must be held annually within six (6) months from the end of the financial year on the date specified by the Board of Directors."

# ALTIA

The General Meeting shall present:

1. financial statements, which includes parent company's profit and loss account, balance sheet, and notes, as well as the consolidated financial statements and the Board of Directors' report;
2. the auditor's report;

shall decide on:

1. the adoption of the financial statements;
2. the use of the profit shown on the balance sheet;
3. the discharge from liability to the members of the Board of Directors and the CEO;
4. the adoption of the remuneration policy, when necessary;
5. the adoption of the remuneration report;
6. the number of the members of the Board of Directors, as well as the remuneration payable to the members of the Board of Directors and the auditor and;

shall elect:

1. a Chairman and Vice Chairman of the Board of Directors and other members of the Board of Directors;
2. an auditor;

shall deal with:

1. any matters notified by the shareholders in the manner provided for in Section 5 of Chapter 5 of the Finnish Limited Liability Companies Act; and
2. other matters listed in the meeting notice."

## **Authorization of the Board of Directors to resolve on the repurchase of the company's own shares**

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to resolve on the repurchase of the company's own shares. The number of shares to be repurchased by virtue of the authorization shall not exceed 360,000 own shares in the company, which corresponds to approximately one percent of all the company's shares at the time of the proposal, subject to the provisions of the Finnish Companies Act on the maximum amount of shares owned by the company or its subsidiaries.

The shares may be repurchased in one or several instalments and either through a tender offer made to all shareholders on equal terms or in another proportion than that of the existing shareholdings of the shareholders in the company in public trading at the prevailing market price. The shares would be repurchased with funds from the company's unrestricted shareholders' equity.

The shares could be repurchased for the purpose of implementing the company's share-based incentive plans or share savings plans. The Board of Directors would be authorized to resolve on all other terms and conditions regarding the repurchase of the company's own shares.

The authorization is proposed to be valid until the close of the next Annual General Meeting, however, no longer than until 30 June 2021.