

## **Ahlstrom-Munksjö Oyj: Decisions taken by the Annual General Meeting and the organization meeting of the Board of Directors**

AHLSTROM-MUNKSJÖ OYJ, STOCK EXCHANGE RELEASE, MARCH 27, 2019 at 16:25

Ahlstrom-Munksjö Oyj's Annual General Meeting was held in Helsinki today. The Annual General Meeting adopted the Financial Statements for 2018 and discharged the members of the Board of Directors and the President and CEO from liability for the financial year 2018.

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

The AGM resolved to distribute a dividend of EUR 0.52 per share for the fiscal year that ended on December 31, 2018 in accordance with the proposal of the Board of Directors.

The dividend will be paid in two instalments. The first instalment of EUR 0.26 per share shall be paid to a shareholder who on the record date of the payment, March 29, 2019, is registered in the shareholders' register of the company maintained by Euroclear Finland Ltd or in the register of shareholders maintained by Euroclear Sweden AB. The payment date for this instalment is April 5, 2019.

The second instalment of EUR 0.26 per share shall be paid in October 2019 to a shareholder who on the record date of the payment is registered in the shareholders' register of the company maintained by Euroclear Finland Ltd or in the register of shareholders maintained by Euroclear Sweden AB, which, together with the payment date, shall be resolved by the Board of Directors in its meeting scheduled for September 25, 2019. The record date of the payment would be September 27, 2019 and the payment date October 4, 2019, at the latest.

In addition, the AGM resolved to reserve a maximum of EUR 100,000 to be used for donations to charitable or corresponding purposes at the discretion of the Board of Directors. The authorization is valid until the close of the next Annual General Meeting.

### **Resolution on the remuneration of the members of the Board of Directors and the Shareholders' Nomination Board**

The AGM resolved in accordance with the proposal of the Shareholders' Nomination Board (Nomination Board) that the annual remuneration of the Board of Directors, Board Committees and Nomination Board is as follows:

The Chairman of the Board shall receive EUR 130,000 a year (previously EUR 100,000), the Vice Chairman EUR 90,000 (EUR 80,000) and the ordinary members EUR 65,000 (EUR 60,000) each. The Chairman of the Audit Committee shall annually receive EUR 15,000 (EUR 12,000) and the ordinary members of the committee EUR 7,500 (EUR 6,000) each. The Chairman of the Human Resources Committee shall annually receive EUR 10,000 (EUR 8,000) and the ordinary members EUR 5,000 (EUR 4,000) each.

The Chairman of the Shareholders' Nomination Board shall annually receive EUR 8,000 (EUR 8,000) and the ordinary members EUR 4,000 (EUR 4,000) each.

Travel expenses will be reimbursed in accordance with the company's travel policy.

The members of the Board of Directors shall have the right to abstain from receiving remuneration.

### **Resolution on the number of members of the Board of Directors and election of members of the Board of Directors**

The AGM resolved in accordance with the proposal of the Nomination Board that the number of Board members to be nine.

The AGM resolved in accordance with the proposal of the Nomination Board that Peter Seligson, Elisabet Salander Björklund, Alexander Ehmrooth, Johannes Gullichsen, Lasse Heinonen, Hannele Jakosuo-Jansson, Harri-Pekka Kaukonen and Valerie A. Mars were re-elected. Jaakko Eskola was elected as new member of the Board.

The Board members were elected for the period ending at the close of the next Annual General Meeting. The CVs of the Board members are available at [www.ahlstrom-munksjo.com/agm-2019](http://www.ahlstrom-munksjo.com/agm-2019).

### **Election of Auditor and resolution on the remuneration of the Auditor**

The AGM resolved in accordance with the proposal of the Board to re-elect KPMG Oy Ab as the company's auditor. KPMG Oy Ab has designated Authorised Public Accountant Anders Lundin as the Responsible Auditor.

The AGM resolved in accordance with the proposal of the Board that the auditor's remuneration be paid according to invoicing accepted by the company.

### **Authorization to resolve on the issuance of shares and special rights entitling to shares**

The AGM authorized the Board of Directors to resolve on the issuance of shares and/or special rights entitling to shares referred to in Chapter 10, Section 1 of the Finnish Companies Act, in one or several instalments, either against payment or without payment. The authorization would consist of a maximum of 11,500,000 shares in the aggregate (including shares to be received based on special rights), which corresponds to approximately 10 % of all the company's shares at the time of the proposal. The Board of Directors is authorized to resolve to issue either new shares or dispose of the treasury shares in the possession of the company.

The authorization could be used for the financing or execution of acquisitions or other business arrangements, to strengthen the balance sheet and financial position of the company, for implementing the company's share-based incentive plans, or for other purposes determined by the Board of Directors.

The authorization also includes the right to decide on a share issue without consideration to the company itself, subject to the provisions of the Finnish Companies' Act on the maximum amount of shares owned by the company or its subsidiaries.

The Board of Directors is authorized to resolve on all other terms and conditions of the issuance of shares and special rights entitling to shares, including

the right to derogate from the pre-emptive right of the shareholders.

The authorization is valid until the close of the next Annual General Meeting, however, no longer than eighteen (18) months from the close of the Annual General Meeting. The authorization shall revoke the company's share issue authorization resolved upon by the Annual General Meeting on March 21, 2018.

#### **Authorization of the Board of Directors to resolve on the repurchase of the company's own shares as well as to accept them as pledge**

The AGM authorized the Board of Directors to resolve on the repurchase of the company's own shares as well as on the acceptance of them as pledge. The number of shares to be repurchased or accepted as pledge by virtue of the authorization shall not exceed 11,500,000 own shares in the company, which corresponds to approximately 10 % 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 or pledged to the company or its subsidiaries.

The shares may be repurchased or accepted as pledge 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 would be repurchased for purposes determined by the Board of Directors, to be retained as treasury shares, or cancelled. The Board of Directors is authorized to resolve on all other terms and conditions regarding the repurchase of the company's own shares or acceptance thereof as pledge.

The authorization is valid until the close of the next Annual General Meeting, however, no longer than eighteen (18) months from the close of the Annual General Meeting. The authorization shall revoke the company's authorization regarding repurchase of own shares resolved upon by the Annual General Meeting on March 21, 2018.

#### **The minutes of the Annual General Meeting**

The minutes of the meeting will be available on [www.ahlstrom-munksjo.com/agm-2019](http://www.ahlstrom-munksjo.com/agm-2019) as from April 10, 2019, at the latest.

#### **Decisions taken by the Board of Directors after the AGM**

Election of the Chairman of the Board and the members of the permanent committees

The organization meeting of the Board of Directors, which was held immediately after the General Meeting, elected Peter Seligson as Chairman and Elisabet Salander Björklund as Vice Chairman of the Board.

The Board of Directors appointed two permanent committees, the Audit and Sustainability Committee (previously Audit Committee) and the Human Resources Committee. The name change reflects the company's strong commitment to sustainability. The members of the Audit and Sustainability Committee are Elisabet Salander Björklund (Chair), Alexander Ehmrooth, Lasse Heinonen, Harri-Pekka Kaukonen, and Valerie A. Mars. The members of the Human Resources Committee are Hannele Jakosuo-Jansson (Chair), Jaakko Eskola, Johannes Gullichsen and Peter Seligson.

For further information, please contact:

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#### **Ahlstrom-Munksjö in brief**

Ahlstrom-Munksjö is a global leader in fiber-based materials, supplying innovative and sustainable solutions to its customers. Our mission is to expand the role of fiber-based solutions for sustainable every day life. Our offering include filter materials, release liners, food and beverage processing materials, decor papers, abrasive and tape backings, electrotechnical paper, glass fiber materials, medical fiber materials and solutions for diagnostics as well as a range of specialty papers for industrial and consumer end-uses. Our annual net sales is about EUR 3 billion and we employ some 8,000 people. The Ahlstrom-Munksjö share is listed on the Nasdaq Helsinki and Stockholm.

Read more at [www.ahlstrom-munksjo.com](http://www.ahlstrom-munksjo.com).