

28 april 2020

Press release from ÅF Pöyry

Report from ÅF Pöyry's Annual General Meeting 2020

On Tuesday, 28 April 2020, the Annual General Meeting (AGM) of shareholders in ÅF Pöyry AB (publ) was held at the company's headquarters in Solna, Sweden.

Adoption of the income statement and the balance sheet, discharge of liability

The meeting adopted the income statements and balance sheets for the group and the parent company for 2019. The board members and the CEO were discharged from liability for the financial year 2019.

Appropriation of the company's profit

The AGM decided on appropriation of the company's profit in accordance with the board's proposal, meaning that no dividend is to be paid for the financial year 2019. The company's accrued non-restricted profits of SEK 8 669 936 817 were carried forward.

Election of board members and auditors

Jonas Abrahamsson, Gunilla Berg, Henrik Ehrnrooth, Anders Narvinger, Salla Pöyry, Joakim Rubin, Kristina Schauman, Anders Snell and Ulf Södergren were re-elected as board members. Anders Narvinger was re-elected as chairman of the board.

The auditing company KPMG was appointed as auditor of the Company.

Remuneration to the board and auditors

The AGM decided that for the work of the board, unchanged fees shall be paid amounting to SEK 1 000 000 to the Chairman of the Board and SEK 400 000 to each of the eight other board members elected by the AGM. For the members of the Audit Committee, unchanged fees shall be paid amounting to SEK 175 000 to the Chairman of the Audit Committee and SEK 75 000 to each of the other two members of the committee. For the members of the Remuneration Committee, unchanged fees shall be paid amounting to SEK 50 000 to the Chairman of the Remuneration Committee and to each of the other two members of the committee. For work in the newly established Project Committee, a fee of SEK 50 000 shall be paid to the chair and to each of the other two members of the committee.

Fees to the auditor shall be paid in accordance with approved invoices.

Guidelines for remuneration to senior executives

The AGM decided on guidelines for salary and other remuneration to the CEO and other senior executives.

Convertible debenture programme for management and key staff

In accordance with the Board of Directors proposal, it was decided that ÅF Pöyry AB shall raise a convertible subordinated loan of a nominal maximum of SEK 150 000 000

through the issue of convertible debentures. Nominated participants shall be senior executives and other key staff, approx. 300 persons in total.

If the conversion rate at the moment of issue will be determined at an amount which would lead to a dilution after full conversion by more than 2% of the share capital, the maximum loan amount shall be reduced so that the maximum dilution will be 2%. The subscription price for each convertible should correspond to its nominal amount.

The board intends to revert with a proposal for measures to mitigate the programme's dilution effects, at the latest ahead of the 2024 Annual General Meeting.

Change of the company's articles of association

The AGM decided to change the company's articles of association.

Authorisation on new issue of shares

The Board was authorised to, on one or more occasions before the 2021 Annual General Meeting, decide on new share issues of B shares for consideration other than in cash or, with preferential rights for the shareholders, against cash payment. The number of newly issued shares shall not in the aggregate exceed 10 percent of total number of shares.

For further information, please contact:

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