

3 June 2021

Report from ÅF Pöyry's Annual General Meeting 2021

ÅF Pöyry AB (publ) today held its Annual General Meeting (the "AGM"). Due to the continuing coronavirus pandemic, the AGM was held only through postal voting in accordance with temporary legislation. The AGM resolved in accordance with all proposals of the Board of Directors and the Nomination Committee.

The AGM resolved to change the company's business name to AFRY AB, through an amendment of the Articles of Association. Until the new Articles of Association have been registered by the Swedish Companies Registration Office (Sw. *Bolagsverket*), the company will use the existing business name ÅF Pöyry AB.

The AGM resolved to re-elect Gunilla Berg, Henrik Ehrnrooth, Joakim Rubin, Kristina Schauman and Anders Snell as members of the Board of Directors, and to elect Tom Erixon, Carina Håkansson and Neil McArthur as new members of the Board of Directors. The AGM further elected Tom Erixon as new Chairman of the Board.

The AGM adopted the Income Statement and the Balance Sheet as well as the consolidated Income Statement and the consolidated Balance Sheet and resolved to distribute a dividend to the shareholders of SEK 5.00 per share. The record date for the dividend was set to Monday 7 June 2021, and the dividend is estimated to be paid out on Thursday 10 June 2021.

The AGM resolved to discharge the Board of Directors and the Chief Executive Officer from liability for the financial year 2020.

The AGM also resolved:

- to approve the Board of Directors' Remuneration Report for 2020.
- to approve the proposal for remuneration to the Board of Directors and the Auditor.
- to re-elect KPMG AB as Auditor until the end of the 2022 AGM. Joakim Thilstedt will continue as Auditor-in-charge.
- to adopt new updated guidelines for remuneration to senior executives.
- to authorise the Board of Directors to, during the period until the next AGM, resolve to repurchase no more than 700,681 own class B shares as well as to reduce the company's share capital through cancellation of the class B shares repurchased by the company based on the repurchase authorisation. Repurchase shall take place on Nasdaq Stockholm and may only occur at a price within the at each time registered share price interval. The repurchase and cancellation of shares are made to compensate ÅF Pöyry AB's shareholders for the dilutive effect of the convertible program adopted by the 2020 AGM.
- to authorise the Board of Directors to, on one or more occasions before the 2022 AGM, resolve to issue new class B shares. Payment for the new shares may be made through contribution in kind or, with preferential rights for shareholders, in cash. Through such new issue, the share capital may be increased through the issuance of shares made on market terms. However, the maximum number of new issued shares shall not exceed 10 percent of the total number of shares.

The complete documentation related to the proposals adopted by the AGM can be found on the company's website afry.com/en/agm.