



KESKO CORPORATION STOCK EXCHANGE RELEASE 7.4.2022 AT 14.15

# Resolutions of Kesko Corporation's Annual General Meeting

**The Annual General Meeting of Kesko Corporation today adopted the 2021 financial statements, and resolved to distribute a dividend of €1.06 per share. The Annual General Meeting discharged the Board members and the Managing Director from liability, approved the Remuneration Report for Governing Bodies, made resolutions concerning the Board members' remuneration, elected the firm of authorised public accountants Deloitte Oy as the company's Auditor, and authorised the Board to decide on the repurchase of the company's own shares and the issuance of shares, as well as on donations for charitable purposes.**

Due to the Covid-19 pandemic, shareholders or their proxy representatives could not attend the Annual General Meeting in person at the meeting venue. A total of 2,472 shareholders were represented at the General Meeting, representing some 190.4 million shares and 753.7 million votes. The Annual General Meeting was in favour of all proposals submitted to the General Meeting by the Shareholders' Nomination Committee and the Board of Directors.

## **Adoption of the financial statements**

The Annual General Meeting adopted the company's 2021 financial statements.

## **Distribution of profit**

The Annual General Meeting resolved to distribute a dividend of €1.06 per share on shares held outside the company. The dividend will be paid in four instalments. The record date of the first dividend instalment of €0.27/share is 11 April 2022 and the pay date 20 April 2022. The record date of the second dividend instalment of €0.26/share is 22 June 2022 and the pay date 29 June 2022. The record date of the third dividend instalment of €0.27/share is 13 September 2022 and the pay date 20 September 2022. The record date of the fourth dividend instalment of €0.26/share is 13 December 2022 and the pay date 20 December 2022. The Board was authorised to decide, if necessary, on new dividend payment record dates and pay dates for the second, third and/or fourth instalments, if the rules and statutes of the Finnish book-entry system change or otherwise so require. The remaining distributable assets will remain in equity.

## **Discharge from liability**

The Annual General Meeting discharged the Board members and the Managing Director from liability for the financial year 2021.

## **Remuneration Report for Governing Bodies**

The Annual General Meeting approved the Remuneration Report for Governing Bodies for 2021. The resolution concerning the Remuneration Report is advisory in nature.

## **Board members' remuneration and the basis for reimbursement of their expenses**

As proposed by the Shareholders' Nomination Committee, the Annual General Meeting resolved to leave the Board members' fees and the basis for reimbursement of expenses unchanged. Board members' remuneration and the basis for reimbursement of their expenses for the 2022-2023 period are as follows:

- Board Chair, an annual fee of €102,000
- Board Deputy Chair, an annual fee of €63,000
- Board member, an annual fee of €47,500
- Board member who is the Chair of the Audit Committee, an annual fee of €63,000
- A meeting fee of €600/meeting for a Board meeting and its Committee's meeting. A meeting fee of €1,200/Board meeting for the Board Chair. However, a meeting fee of €1,200/Committee meeting is to be paid to a Committee Chair who is not the Chair or Deputy Chair of the Board. Meeting fees are paid in cash.
- Daily allowances and the reimbursements of travel expenses are paid to the Board members in accordance with the general travel rules of Kesko.

The aforementioned annual fees will be made in Kesko Corporation's B shares and in cash, with approximately 30% of the fees paid in shares. After the transfer of shares, the remaining amount is to be paid in cash. The company will acquire the shares or transfer shares held by the company as treasury shares in the name and on behalf of the Board members. The company is responsible for the costs arising from the acquisition of the shares. The shares will be acquired or transferred to the Board members on the first working day to follow the publication of the interim report for the first quarter of 2022. A Board member cannot transfer shares obtained in this manner until either three years have passed from the day the member has received the shares or their membership on the Board has ended, whichever comes first.

### **Auditor**

The Annual General Meeting re-elected the firm of authorised public accountants Deloitte Oy as the company's Auditor, with APA Jukka Vattulainen continuing as the auditor with principal responsibility. The Annual General Meeting resolved that the Auditor's fee and the reimbursement of the Auditor's expenses will be paid according to an invoice approved by the company.

### **Authorisation to repurchase own shares**

The Annual General Meeting resolved to authorise the Board to decide on the repurchase of the company's own B shares under the following terms and conditions:

Under the authorisation, the Board will be entitled to decide on the repurchase of a maximum of 16,000,000 of Kesko's B shares. This number of shares is equivalent to approximately 4.0% of all shares in the company. Based on the authorisation, B shares may also be repurchased not in proportion to the shareholdings of shareholders (directed repurchase). The shares may be repurchased in one or more lots. Kesko B shares may be repurchased using the company's distributable unrestricted equity, at the price quoted in public trading at the time of repurchase, or at other market price.

The shares are to be repurchased for use in the development of the company's capital structure, to finance possible acquisitions, capital expenditure and/or other arrangements within the scope of the company's business operations, and to implement the company's commitment and incentive scheme for management and other personnel, or to be kept by the company, otherwise transferred, or cancelled.

The Board will make decisions concerning any other terms related to the acquisition of own shares.

The authorisation will be in force until 30 June 2023.

## Share issue authorisation

The Annual General Meeting resolved to authorise the Board to decide on the issuance of new B series shares as well as of own B shares held by the company as treasury shares on the following terms and conditions:

Under the authorisation, the Board is authorised to make one or more decisions on the issuance of B shares, provided that the number of B shares thereby issued totals a maximum of 33,000,000 B shares. This number of shares is equivalent to approximately 8.2% of all shares in the company.

The B shares can be issued for subscription by shareholders in a directed issue in proportion to their existing holdings of the company's shares, regardless of whether they own A or B shares. B shares can also be issued in a directed issue, departing from the shareholder's pre-emptive right, for a weighty financial reason for the company, such as using the shares to develop the company's capital structure, to finance possible acquisitions, capital expenditure or other arrangements within the scope of the company's business operations, or to implement the company's commitment and incentive scheme. For the latter purpose, however, the maximum number of B shares that can be issued is 800,000 shares. This number of shares is equivalent to approximately 0.2% of all shares in the company.

New B shares can only be issued against payment. Own B shares held by the company as treasury shares can be issued either against or without payment. According to the Finnish Limited Liability Companies' Act, a directed share issue can be without payment only if the company, taking into account the best interests of all of its shareholders, has a particularly weighty financial reason for it.

The Board of Directors will decide on the subscription price of the shares upon the issuance of new shares, and the possible amount that is payable upon the conveyance of B shares held by the company. The Board will also have the right to issue shares for a non-cash consideration. The subscription price and possible amount payable for the shares will be recorded in the reserve for invested non-restricted equity.

The Board will make decisions regarding any other matters related to the share issues.

The authorisation is valid until 30 June 2023. The authorisation cancels out the authorisation granted by the General Meeting of 12 April 2021 to the Board to issue a total maximum of 40,000,000 new B shares or B shares held by the company as treasury shares, which would have expired on 30 June 2022.

## Donations for charitable purposes

The Annual General Meeting resolved to authorise the Board to decide on donations in a total maximum of €300,000 for charitable or corresponding purposes until the Annual General Meeting to be held in 2023, and to decide on the donation recipients, purposes of use, and other terms and conditions of the donations.

## General Meeting minutes

The minutes of the Annual General Meeting will be made available on Kesko's website at [www.kesko.fi/agm](http://www.kesko.fi/agm) by 21 April 2022 at the latest.

**Further information** is available from Lasse Luukkainen, Group General Counsel, tel. +358 105 322 818.

Kesko Corporation

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