

## To holders of ÅF Pöyry AB convertible bonds 2018/2022, KV 9 B

**Your holding of convertible is the nominal amount SEK:**

### **Conversion period**

The conversion period for ÅF Pöyry convertible bonds 2018/2022, KV 9 B starts in June 2021. The convertible bond can be converted (exchanged) to ÅF Pöyry shares during the period of 15 June 2021 to 15 March 2022 inclusive. Please see below "Important information about cut off dates".

### **Conversion price**

The conversion price is set at 198,60 SEK per share. You can see how many shares you will receive on conversion by dividing the nominal amount of your convertible bonds by the conversion price 198,60 SEK. The conversion price is applied for conversion regardless of the current price of the ÅF Pöyry share on the stock market.

#### Example:

If you have been allocated convertible bonds for a nominal amount of 900,000 SEK, you will receive 4 531 shares on conversion ( $900,000 / 198,60 = 4\,531,72$ ). The difference not evenly divisible with the conversion price, should be paid out in cash. In this case SEK 143,40.

### **Your choice**

You decide for yourself whether and when you choose to exchange your convertible bonds for shares during the conversion period from 15 June 2021 to 15 March 2022, inclusive. **The conversion will not take place automatically, which means you will have to submit your application for conversion if you would like to convert to shares.**

In general, exchange of convertible bonds for shares is typically relevant if the share price for ÅF Pöyry series B shares is higher than the conversion price. If the ÅF Pöyry share price is lower, you can choose to get your nominal amount of your ÅF Pöyry convertible bond back at the end of the term on 10 April 2022.

**If you have not submitted your conversion request before 15 March 2022, the nominal amount including interest will be paid back to you at the end of the term on 10 April 2022.**

### ***Important information about the cut off dates***

Conversion takes place at certain pre-determined dates, the cut off dates, during the period between 15 June 2021 to 15 March 2022. The first cut off date occurs on 21 July 2021 and the last cut off occurs on 15 March 2022. Please see **Appendix 1** for further information about the cut off dates.

A request for conversion or the conversion of convertible bonds cannot be made by a participant possessing inside information regarding ÅF Pöyry (e.g. when listed in an insider logbook).

Further, PDMRs cannot request for conversion, and convertible bonds held by PDMRs will not be converted, during the so called "closed periods" (which start 30 days before the publication of the interim financial reports).

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### **Important information in the event of changes in the share price**

Once you have requested for conversion, your investment is no longer protected against fluctuations on the stock market. Please note that from your conversion occasion date in mind, the conversion normally will take around two weeks to be completed. However, if you request for conversion after 27 January 2022, you will have to wait to receive ÅF Pöyry shares that you can sell until after the 2022 Annual General Meeting.

During the period from when you request for conversion until you receive your shares, the share price may vary. The risk of changes in the price of series B shares in ÅF Pöyry will be assumed by those who have requested the conversion. Please note that requests for conversion are binding and may not be changed or withdrawn.

### **How do I proceed?**

If and when you have decided to submit a request for conversion, you should proceed as follows:

*If you have a custody account with Handelsbanken*

Anyone with a custody account with Handelsbanken will receive a letter from Handelsbanken by post before 15 June 2021 with the opportunity to respond and call for conversion.

The signed response with submission for conversion should be sent to [afry@handelsbanken.se](mailto:afry@handelsbanken.se) together with a scanned copy of your valid passport. This letter will also be available on [www://afry.com/en/convertible-debenture-programme-2018](http://www://afry.com/en/convertible-debenture-programme-2018) (but without the pre-filled information). If you have financed your convertible bond with a bank loan in Handelsbanken, you have to repay your bank loan when you have converted the bonds to shares, see below "Repayment of loan".

*If you have a custody account with another bank than Handelsbanken*

Anyone with a custody account with another bank than Handelsbanken need to follow the instructions and routines for conversion of that particular bank. When you want to submit for conversion, please contact your bank well in advance of the cut off date. The last day of request for conversion set out in Appendix 1 only refers to those with a custody account in Handelsbanken or a VP account. Therefore, you may need to submit for conversion at an earlier date to your bank.

### **Potential sale of shares**

When your convertible bond has been exchanged to ÅF Pöyry shares, you can choose to keep your shares (see "Repayment of loan" below) or you can sell them. If you wish to sell your shares, please contact the bank where you have your custody account. If you have a citizenship other than Swedish or if you have more than one citizenship, you have to enter your National ID (NID-number) on the order form.

For those with a custody account with Handelsbanken, you will find an order form (which is partially filled in) at [www://afry.com/en/convertible-debenture-programme-2018](http://www://afry.com/en/convertible-debenture-programme-2018). A duly filled in and signed sell order form should be submitted to Handelsbanken together with a copy of your valid passport to Handelsbanken Arenastaden office via email: [afry@handelsbanken.se](mailto:afry@handelsbanken.se).

### **Repayment of bank loan**

If you have financed your convertible bond with a loan in Handelsbanken, you have to repay your bank loan when you have converted the bonds to shares. You also have to pay accrued interest for the last period. **The bank loan must be repaid within one month after the applicable cut off date.** If you have not contacted Handelsbanken within this deadline, your shares will be sold by the bank to pay off your loan.

You will receive the shares around two weeks after the cut of date (with exception of the last cut off date of 15 March 2022). If you wish to sell some or all shares in order to pay off your bank loan, you can place a sell order via the order form (see above). If you have questions regarding your bank loan, please feel free to contact Handelsbanken Arenastaden office via email: [afry@handelsbanken.se](mailto:afry@handelsbanken.se).

### **More information**

More information about the convertible debenture program can be found in the information brochure which you received when applying for the program in 2018 as well as in the full program terms & conditions document. Both documents can be found at [www://afry.com/en/convertible-debenture-programme-2018](http://www://afry.com/en/convertible-debenture-programme-2018).

### **Tax**

We recommend that you consult your personal tax advisor.

### **More questions**

If you have questions regarding conversion, please turn to:

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Email: [cecilia.karlsen@afry.com](mailto:cecilia.karlsen@afry.com)  
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Susan Gustafsson, Chefsjurist, AFRY AB  
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Telephone: 010 - 505 25 39

Stockholm, 10 June 2021

ÅF Pöyry AB

## Appendix 1 – Cut off dates and important dates for conversions.

### Cut off dates

- **21 July 2021**
- **16 August 2021**
- **9 September 2021**
- **1 November 2021**
- **6 December 2021**
- **27 January 2022**
- **15 March 2022**

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The cut off dates above shows when the application for conversion must have reached Handelsbanken, at the latest, if you have your convertible in a custody account with Handelsbanken, **in order for you to receive B-shares in ÅF Pöyry** as soon as possible thereafter. **Note:** If you have your convertible in a custody account in another bank than Handelsbanken you need to contact your bank well in advance before the relevant cut off date, and submit for your conversion request according to your banks instructions. Your bank may require that you submit your request prior to the relevant cut off date.

In connection with conversion it normally takes about two weeks after the cut off date before you receive your shares in ÅF Pöyry (with exception of the last conversion date, 15 March 2022, see below).

Upon conversion you may not receive both interest for your convertible bond and shares with entitlement to the ÅF Pöyry dividend for working year 2021. This means that if you request for conversion before 27 January 2022 you will receive shares with the right to dividend in ÅF Pöyry, but you will not receive interest for 2021/2022.

### The following important dates and alternatives applies for conversions:

- 1) If you wish to receive shares entitling to the *dividend* for working year 2021, your filled in and signed application for conversion must have reached Handelsbanken, Issue department on the cut off date 27 January 2022 at the latest. You will in this case not receive any interest payment for the convertible bond on the 10

February 2022. You will receive ÅF Pöry shares entitling you to the dividend instead. If you are a PDMR, you must submit your request to Handelsbanken no later than the cut off date 6 December 2021, due to the closed period to the year end report.

- 2) If you wish to receive *interest* on your convertible bond for the period 10 February 2021 – 10 February 2022 instead, you will have to be registered as holder of the convertible bond on the 3 February 2022, i.e. on the record date for the interest payment. Application for conversion will then have to be made **after** the 27 January 2022. In this case you will receive interim shares *not* entitling to the dividend for the working year 2021. Please note that these interim shares will not be exchanged into ordinary shares until after the Annual General Meeting (AGM) and when the record date for the 2022 dividend has passed. Only when the 2022 AGM has passed you will get the ordinary B-share in ÅF Pöry, which is quoted on the Nasdaq Stockholm Exchange and therefore saleable. Please note that the 15 March 2022 is the absolutely final day for conversion.

The boards proposal for share dividend for the working year 2021 is expected to be made public in February 2022.