



Press release from ÅF

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Report from Extraordinary General Meeting of ÅF AB

On Wednesday January 16, 2019, an Extraordinary General Meeting was held at the ÅF Group's headquarters in Solna, Sweden.

Authorization on Share Issue and Amendment of the Limits for the Share Capital and Number of Shares

On December 10, 2018, ÅF announced a public takeover bid for Pöyry PLC. To finance the partial repayment of the financing of the transaction, the Extraordinary General Meeting authorized the Board of Directors to, on one or more occasions, during the period until the Annual General Meeting 2019, decide on a new issue of new A and B shares with preferential rights for the company's shareholders. The total number of shares that may be issued in accordance with the authorization shall be within the limits of the share capital according to the Articles of Association and shall not exceed the number of shares corresponding to issue proceeds of approximately SEK 2,790 million (before transaction costs). The Meeting also authorized the Board of Directors to, with deviation from the shareholders' preferential rights, on one or more occasions during the period up to the Annual General Meeting 2019, decide on a new issue of a maximum of 6,576,866 new B shares at a subscription price of SEK 184.03 per share. The reason for the deviation from the shareholders' preferential rights is to enable new shares to be issued to certain current shareholders in Pöyry PLC, who in connection with the public takeover bid stated above have undertaken to subscribe directly or indirectly for shares in ÅF following the completion of the public takeover bid. The purpose of the authorizations is to use the proceeds to reduce ÅF's debt following completion of the takeover bid and utilization of the authorizations is thus conditional on that this offer is completed. To adjust the limits of the Articles of Association regarding the share capital and the number of shares to the proposed authorization, the Extraordinary General Meeting also decided to increase the limits for the share capital and the number of shares to a minimum of SEK 175,000,000 and a maximum of SEK 700,000,000 and a minimum of 70,000,000 and a maximum of 280,000,000 shares.

Henrik Ehrnrooth new member of the ÅF Board of Directors

Henrik Ehrnrooth, chairman of Pöyry PLC's Board of Directors, was - conditional on ÅF's public takeover bid for Pöyry PLC and the directed new share issue being completed - elected as a new member of the ÅF Board of Directors.



New Company Name

The Meeting resolved to, subject to completion of ÅF's public takeover bid for Pöyry PLC, change the company name from ÅF AB to ÅF Pöyry AB.

Corporate Communication ÅF AB (publ)

ÅF is an engineering and design company within the fields of energy, industry and infrastructure. We create sustainable solutions for the next generation through talented people and technology. We are based in Europe and our business and clients are found all over the world.

ÅF – Making Future.