



May 15, 2019

Press release from ÅF Pöyry

For further information:

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Report from ÅF Pöyry's Annual General Meeting 2019

On Wednesday May 15, 2019, ÅF Pöyry AB (publ)'s annual general meeting was held at the group's headquarters in Solna, Sweden.

Adoption of the Income Statement and the Balance Sheet

The meeting adopted the income statements and balance sheets for the Group and the parent company for 2018. The members of the Board of Directors and the President were discharged from liability for the fiscal year 2018.

Dividend

The proposed dividend of SEK 5 per share was approved by the AGM. The record day for dividend is Friday, May 17 and payment from Euroclear Sweden will be Wednesday, May 22, 2019.

Board of Directors

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

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

Board of Directors' Fees

The meeting decided that the yearly remuneration to the members of the Board work shall be SEK 1 000 000 for the Chairman and SEK 400 000 to each of the other eight members of the Board. For the work of the Audit Committee, it was decided on a fee of SEK 175 000 to the Chair and SEK 75 000 to each of the other two members. For the work of the Remuneration Committee, it was decided on a fee of SEK 50 000 to the Chair and SEK 50 000 to each of the other two members.

Convertible Debentures for Management and Key Staff

In accordance with the Board of Directors proposals it was decided that ÅF Pöyry AB shall raise a convertible subordinated loan of a nominal maximum of SEK 200 000 000 through the issue of convertible debentures. 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.



It was also decided, to mitigate the dilution the conversion otherwise can result in, to authorise the Board to acquire as many shares as subscribed convertible debentures may convert into and to reduce the share capital by withdrawal of shares corresponding to the number of shares bought back.

Authorisation on new issue of shares

The Board was also, for the time until the next annual general meeting, authorised to 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

Corporate Communication
ÅF Pöyry AB (publ)

ÅF Pöyry is a leading international engineering, design and consultancy company. We create solutions for our clients from a sustainability perspective and based on global trends such as urbanisation and digitalisation. We bring together over 16,000 dedicated experts in the fields of infrastructure, industry and energy, all of whom work globally to create sustainable solutions for future generations.

Making Future.