



KESKO CORPORATION STOCK EXCHANGE RELEASE 15.1.2025 AT 8.30

Proposals of the Shareholders' Nomination Committee to Kesko's 2025 Annual General Meeting

The Shareholders' Nomination Committee of Kesko Corporation submits the following proposals to Kesko's 2025 Annual General Meeting, planned to be held on 24 March 2025. The proposals will also be included in the Notice of General Meeting, to be published at a later date.

The number of Board members and Board composition

The Shareholders' Nomination Committee submits the following proposals regarding the number of Board members and Board composition for the one-year term of office determined in Kesko's Articles of Association, which will begin at the close of the 2025 Annual General Meeting and end at the close of the 2026 Annual General Meeting.

The Nomination Committee proposes that seven members be elected to the Board of Directors; however, if any of the proposed members becomes unavailable prior to the General Meeting, the maximum number of elected Board members shall be the number of members available.

The Nomination Committee proposes that the following persons be re-elected as Board members:

- Esa Kiiskinen, retailer, business college graduate, kauppaneuvos
- Jannica Fagerholm, M.Sc. Economics
- Pauli Jaakola, retailer, EMBA
- Piia Karhu, Doctor of Science, Economics and Business Administration
- Jussi Perälä, retailer, business college graduate
- Timo Ritakallio, Doctor of Science (Technology), LL.M., MBA

The Shareholders' Nomination Committee proposes that Tiina Alahuhta-Kasko (born 1981), D.Sc. (Tech.) h.c., M.Sc. (Econ), CEMS MIM, be elected as a new member of Kesko's Board. Alahuhta-Kasko is the President and CEO of Marimekko Corporation. She is a member of Finnair Plc's Board of Directors and its People and Remuneration Committee, a member of the Foundation Board of IMD (International Institute for Management Development), a member of the Board of Aalto University, and a member of the Board of Climate Leadership Coalition. Alahuhta-Kasko does not hold shares in Kesko (as at 14 January 2025).

Of the current Board members, Peter Fagnäs has stated he is not available for re-election.

The proposed Board members meet the independence requirements of the Finnish Corporate Governance Code for listed companies. A majority of the proposed Board members are independent of Kesko. Kiiskinen, Jaakola and Perälä are not considered independent of the company, as they each control a company that has a chain agreement with Kesko. All the proposed Board members apart from Jaakola are considered independent of Kesko's significant shareholders. Jaakola is the Chairman of the Board of K-Retailers' Association, a significant Kesko shareholder.

Information material to Board work relating to the proposed members as well as assessments regarding their independence are available on Kesko's website at www.kesko.fi/agm. All the persons proposed have consented to being elected as Board members. The Board will elect the Board Chair, Deputy Chair, and Committee members from amongst its members.

With regard to the selection procedure for the members of the Board of Directors, the Shareholders' Nomination Committee recommends that shareholders take a position on the proposal as a whole at the General Meeting. This recommendation is based on the fact that Kesko has a Shareholders' Nomination Committee established by a resolution of the General Meeting, compliant with the Finnish Corporate Governance Code and good corporate governance. The Shareholders' Nomination Committee, in addition to ensuring that individual nominees for Board membership are competent, is also responsible for ensuring that the proposed Board of Directors as a whole has the best possible expertise and experience for the company, and that the composition of the Board of Directors meets the requirements for Board diversity and other requirements of the law and the Finnish Corporate Governance Code for listed companies.

Board members' fees

The Shareholders' Nomination Committee proposes to Kesko's 2025 Annual General Meeting that the annual fees for Board members be raised by approximately 10-14%, and that other remuneration for Board members and the reimbursement of their expenses remain unchanged.

The proposal regarding the remuneration of Board members and the reimbursement of their expenses in 2025–2026 is as follows:

- Board Chair, an annual fee of €120,000 (2024: €107,000);
- Board Deputy Chair, an annual fee of €75,000 (2024: €66,000);
- Board member, an annual fee of €55,000 (2024: €50,000);
- Board member who is the Chair of the Audit Committee, an annual fee of €75,000 (2024: €66,000);
- 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. The meeting fees are to be paid in cash.
- Daily allowances and the reimbursements of travel expenses are to be paid to the Board members in accordance with the general travel rules of Kesko.

It is proposed that the aforementioned annual fees be paid in Kesko Corporation's B shares and in cash, with approximately 30% of the remuneration paid in shares and the remaining amount paid in cash. The company will acquire the shares from the market 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 are to 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 2025, or on the first date enabled by applicable legislation. 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.

Composition of the Shareholders' Nomination Committee

The Shareholders' Nomination Committee was established based on a resolution by Kesko's General Meeting. The duties of the Committee include preparing proposals for Kesko's General Meeting regarding the members of the Board of Directors, their number, and the remuneration of the Board and Committee members. The Committee has three members: two members are appointed by Kesko's biggest shareholders and the third member is the Chair of Kesko's Board of Directors. The Committee members are Pauli Jaakola, retailer, appointed by K-Retailers' Association, Jouko Pölönen, President and CEO, appointed by Ilmarinen Mutual

Pension Insurance Company, and Esa Kiiskinen, Chair of Kesko's Board of Directors.

Further information is available from Pauli Jaakola, Chair of the Shareholders' Nomination Committee, tel. +358 50 350 8283, Lasse Luukkainen, EVP, Legal and Sustainability, tel. +358 105 322 818, and Hanna Jaakkola, Vice President, Investor Relations, tel. +358 105 323 540.

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