



KESKO CORPORATION STOCK EXCHANGE RELEASE 26.3.2024 AT 15.30

# Resolutions of Kesko Corporation's Annual General Meeting

The Annual General Meeting of Kesko Corporation today adopted the 2023 financial statements, and resolved to distribute a dividend of €1.02 per share. The Annual General Meeting discharged the Board members and the Managing Director from liability, approved the Remuneration Report for Governing Bodies and the Remuneration Policy, made resolutions concerning the remuneration, number and election of Board members, elected the firm of authorised public accountants and Sustainability Audit Firm Deloitte Oy as the company's Auditor and Authorised Sustainability Auditor, resolved to amend the company's Articles of Association, 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.

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 2023 financial statements.

## **Use of the profit shown on the balance sheet and resolution on the distribution of dividends**

The Annual General Meeting resolved to distribute, based on the adopted balance sheet for 2023, a dividend of €1.02 per share on shares held outside the company at the date of dividend distribution. The remaining distributable assets will remain in equity. The dividend will be paid in four instalments as follows:

- The first instalment of €0.26 per share: record date 28 March 2024, pay date 9 April 2024
- The second instalment of €0.25 per share: record date 16 July 2024, pay date 23 July 2024
- The third instalment of €0.26 per share: record date 15 October 2024, pay date 22 October 2024
- The fourth instalment of €0.25 per share: record date 14 January 2025, pay date 21 January 2025.

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.

## **Discharge from liability**

The Annual General Meeting discharged the Board members and the Managing Director from liability for the financial year 1 January – 31 December 2023.

## **Remuneration Report for Governing Bodies**

The Annual General Meeting approved Kesko's Remuneration Report for Governing Bodies for 2023. The resolution concerning the Remuneration Report is advisory in nature.

### **Remuneration Policy for Governing Bodies**

The Annual General Meeting approved Kesko's Remuneration Policy for Governing Bodies. The resolution concerning the Remuneration Policy is advisory in nature.

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

The Annual General Meeting resolved to raise the annual fees of Board members by approximately five (5) percent and to keep other remuneration of Board members and the reimbursement of their expenses unchanged. The remuneration of Board members and the reimbursement of their expenses in the term of office of 2024-2025 is as follows:

- Board Chair, an annual fee of €107,000
- Board Deputy Chair, an annual fee of €66,000
- Board member, an annual fee of €50,000
- Board member who is the Chair of the Audit Committee, an annual fee of €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.

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 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 2024, 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.

### **The number of Board members**

The Annual General Meeting resolved to elect seven members to the Board of Directors for the one-year term of office determined in Kesko's Articles of Association, starting at the close of the 2024 Annual General Meeting and ending at the close of the 2025 Annual General Meeting.

### **Board members**

The Annual General Meeting re-elected the following persons as Board members: Esa Kiiskinen, retailer, business college graduate, kauppaneuvos; Peter Fagernäs, Master of Laws; Jannica Fagerholm, M.Sc. Economics; 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 General Meeting elected retailer Pauli Jaakola, EMBA, as a new member of the Board. The term of office for the Board members is one year, as determined in Kesko's Articles of Association.

## **Auditor**

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

## **Authorised Sustainability Auditor**

The Annual General Meeting elected the Sustainability Audit Firm Deloitte Oy as the company's Authorised Sustainability Auditor for a term that continues until the close of the next Annual General Meeting. APA, ASA Jukka Vattulainen will act as the principal Authorised Sustainability Auditor. The Annual General Meeting resolved that the Authorised Sustainability Auditor's fee and the reimbursement of their expenses will be paid according to an invoice approved by the company.

## **Amending Sections 4 and 10 to the Articles of Association, and adding a new Section 7**

The Annual General Meeting resolved to amend the company's Articles of Association as proposed by the Board of Directors, that is, to remove the unnecessary reference to a three-year term of office and update the reference to a one-year term of office for Board members, and to add a new Section 7 to the Articles of Association, concerning the authorised sustainability auditor, as well as related updates.

## **Authorising the Board of Directors to decide on the repurchase of the company's 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 shares. This number of shares is equivalent to approximately four (4) percent of all shares in the company. Based on the authorisation, shares may also be repurchased not in proportion to the shareholdings of shareholders (directed repurchase). The shares may be purchased in one or more lots. Shares may be purchased at the price quoted in public trading on the date of acquisition. Shares may also be purchased outside public trading for a price that at maximum corresponds to the market price quoted in public trading at the time of acquisition. Based on the authorisation, the Board may decide to repurchase shares using only the company's non-restricted equity.

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, to implement the company's commitment and incentive schemes, or to be kept by the company, otherwise transferred, or cancelled.

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

The authorisation will be in force until 30 June 2025. The authorisation cancels out the authorisation granted by the General Meeting of 30 March 2023 to the Board of Directors to repurchase a maximum of 16,000,000 of the company's own B series shares, which would have expired on 30 June 2024.

### **Authorising the Board of Directors to decide on a share issue**

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 shall be authorised to make one or more decisions on the issuance of shares, provided that the number of shares thereby issued totals a maximum of 33,000,000 B shares. This number of shares is equivalent to approximately eight (8) percent of all shares in the company.

The 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. Shares can also be issued in a directed issue, departing from the shareholder's pre-emptive right, for a weighty financial reason of the company, such as using the shares to develop the company's capital structure, to finance possible acquisitions, capital expenditure and/or other arrangements within the scope of the company's business operations, or to implement the company's commitment and incentive schemes. For the latter purpose, however, the maximum number of shares that can be issued is 800,000. This number of shares is equivalent to approximately 0.2 percent of all shares in the company.

New shares can only be issued against payment. Own 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 only be without payment if the company, taking into account the best interests of all of its shareholders, has a particularly weighty financial reason for it.

The Board 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 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 2025. It cancels out the authorisation granted by the General Meeting of 30 March 2023 to the Board of Directors to issue a total maximum of 33,000,000 new B shares or B shares held by the company as treasury shares, which would have expired on 30 June 2024.

### **Authorising the Board of Directors to decide on 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 2025, 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 9 April 2024 at the latest.

**Further information** is available from Hanna Jaakkola, Vice President, Investor Relations, tel. +358 105 323 540, and Lasse Luukkainen, Group General Counsel, tel. +358 105 322 818.

Kesko Corporation

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