



SHAREHOLDERS' PROPOSALS TO THE ANNUAL GENERAL MEETING FOR THE REMUNERATION OF KESKO'S BOARD OF DIRECTORS

Kesko Corporation's shareholders jointly holding 15% of the votes attached to the Company's shares have made a proposal to the Annual General Meeting 2020 regarding the remuneration of Board members and the reimbursement of their expenses.

Proposal for the remuneration of Board members and the reimbursement of their expenses

Kesko Corporation's shareholders jointly holding 15% of the votes attached to the Company's shares have proposed that the fees for Kesko Corporation's Board members remain at their current level. The proposal for remuneration and the reimbursement of expenses is as follows:

- Board Chairman, an annual fee of €97,000
- Board Deputy Chairman, an annual fee of €60,000
- Board member, an annual fee of €45,000
- Board member who is the Chairman of the Audit Committee, an annual fee of €60,000
- A meeting fee of €500/meeting for a Board meeting and its Committee's meeting. The meeting fee for the Board Chairman is €1,000/Board meeting. However, a meeting fee of €1,000/Committee meeting is paid to a Committee Chairman who is not the Chairman or Deputy Chairman of the Board. The meeting fees are paid in cash.
- Daily allowances and the reimbursements of travel expenses are paid to the Board members in accordance with the general travel rules of Kesko.

It is proposed that the payment of the aforementioned annual fees be made in Kesko Corporation's B series shares and in cash, with approximately 30% of the fees paid in shares. After the transfer of shares, the remaining amount is to be paid in cash. The Company will acquire the shares 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 will 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 2020, however with the exception that should Kesko Corporation's Board of Directors propose and Kesko Corporation's Annual General Meeting 2020 decide on a share issue without payment to carry out a share split, the shares will be acquired or transferred as soon as possible after the shares issued in the share issue without payment have been registered in the trade register and included in the book-entry securities system. 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.