



Olvi plc

Stock exchange release 26 March 2024

RESOLUTIONS OF OLVI PLC'S ANNUAL GENERAL MEETING AND CONSTITUTIVE MEETING OF THE BOARD OF DIRECTORS

Olvi plc's Annual General Meeting of 26 March 2024 adopted the financial statements and discharged the members of the Board of Directors and Chief Executive Officer from liability for the accounting period that ended on 31 December 2023. The Annual General Meeting adopted the remuneration report 2023 and supported the new remuneration policy 2024-2027 through an advisory resolution.

PAYMENT OF DIVIDENDS

In accordance with the proposal of the Board of Directors, the General Meeting decided that a dividend of 1.20 euro be paid on each A and K share for the accounting period 2023.

The dividend shall be paid in two instalments. The first instalment of 0.60 euro per share shall be paid on 18 April 2024 to shareholders registered in the register of shareholders held by Euroclear Finland Ltd on the record date 28 March 2024. The second instalment of 0.60 euro per share shall be paid on 3 September 2024 to shareholders registered in the register of shareholders held by Euroclear Finland Ltd on the record date 27 August 2024. No dividend shall be paid on the treasury shares held by the company. The Annual General Meeting authorized the Board of Directors to decide on a new record date and payout date for the second instalment of dividends should the rules and regulations of the Finnish book-entry system be amended or otherwise necessitate such a change.

BOARD COMPOSITION AND REMUNERATION

The Annual General Meeting decided that the Board of Directors shall have six (6) members. The following members were re-elected to the Board of Directors: Lasse Heinonen, Nora Hortling, Juho Nummela, Päivi Paltola and Christian Ståhlberg. Tarmo Noop was elected as new member.

It was decided that the remuneration of the Board of Directors shall be kept unchanged as follows: the Chair of the Board 6,500 euro per month, the Vice Chair 3,750 euro per month and the other members 3,000 euro per month. Furthermore, the Annual General Meeting decided that the Chair of the Board of Directors shall receive an attendance allowance of 950 euro per meeting, and other members shall receive 650 euro per meeting. An attendance allowance of 650 euro per meeting shall be paid for per each committee meeting and travel costs shall be compensated in accordance with the company's travel policy.

AUDITOR AND VERIFICATION OF THE SUSTAINABILITY REPORT

KPMG Oy Ab, an Authorised Public Accounting Firm, was elected as the company's auditor, with Heidi Hyry, APA, serving as the auditor in charge.

KPMG Oy Ab was also elected to verify the company's sustainability report. KPMG Oy Ab has announced that Heidi Hyry, APA and Sustainability Reporting Auditor (SRA), will act as the lead sustainability reporting verifier.

The auditor's and sustainability reporting verifier's fee and expenses shall be paid in accordance with a conventional invoice approved by the company.

AUTHORISING THE BOARD OF DIRECTORS TO DECIDE ON THE ACQUISITION OF TREASURY SHARES

The Annual General Meeting decided to authorise the Board of Directors to decide on the acquisition of treasury shares.

Based on the authorisation, the Board of Directors is entitled to acquire a maximum of 500,000 Series A shares of the company in one or more lots using the company's unrestricted equity.

The shares shall be acquired in public trading arranged by NASDAQ Helsinki Ltd, due to which the acquisition shall constitute a deviation from the pro rata principle among shareholders, and the compensation payable for the shares shall be the market price of the Olvi A share at the time of acquisition.

The shares shall be acquired for the purpose of financing or executing any upcoming corporate acquisitions or other arrangements, implementing the company's incentive plans or for other purposes decided upon by the Board of Directors. The maximum number of shares to be acquired represents approximately 2.4 percent of all shares in the company and approximately 0.6 percent of all votes, which means that the acquisition shall not have any significant effect on the distribution of shareholdings and voting rights in the company.

The Board of Directors shall decide upon other matters related to the acquisition of treasury shares.

The authorisation to acquire treasury shares shall be valid until the closing of the Annual General Meeting 2025, however no longer than 18 months from the Annual General Meeting's authorisation decision.

AUTHORISING THE BOARD OF DIRECTORS TO DECIDE ON A SHARE ISSUE

The Annual General Meeting decided to authorise the Board of Directors to decide on the issuance of a maximum of 1,000,000 new Series A shares and the transfer of a maximum of 500,000 Series A shares held as treasury shares in accordance with the proposal of the Board of Directors.

New shares may be issued, and treasury shares held by the company may be transferred in one or more lots, either against payment or free of charge. The new shares can be issued and the treasury shares transferred to the company's shareholders on a pro rata basis in relation to their existing holdings, or a private placing can be executed in deviation from shareholders' pre-emptive rights if there is a weighty financial reason for the company to do so, such as financing or execution of corporate acquisitions or arrangements, development of the company's equity structure, improvement of share liquidity, or implementation of the company's incentive plans. A directed share issue may be a share issue without payment only if there is an especially weighty reason for the same both for the company and with regard to the interests of all shareholders in the company. The Board of Directors shall decide on any other matters related to share issues.

The authorisation for the issuance of shares shall be valid until the closing of the Annual General Meeting 2025, however no longer than 18 months from the General Meeting's authorisation decision.

AMENDMENT TO ARTICLE 9 OF THE ARTICLES OF ASSOCIATION

The Annual General Meeting decided to amend Article 9 of the Articles of Association so that, by the decision of the Board of Directors, the Annual General Meeting may also be held without a meeting venue so that the shareholders can fully exercise their decision-making power within the meaning of the Limited Liability Companies Act, Chapter 5, Section 1, in real-time using a telecommunication connection and technological devices during the meeting (remote meeting).

MINUTES OF THE GENERAL MEETING

The minutes of the General Meeting will be available on the company's website as of 28 March 2024.

ORGANISING OF THE BOARD AND COMMITTEE WORK

In its constitutive meeting held after the Annual General Meeting, the Board of Directors elected Nora Hortling as the Chair of the Board and Lasse Heinonen as the Vice Chair of the Board. The members of the Audit Committee are Lasse Heinonen (Chair), Tarmo Noop and Juho Nummela. The members of People and Sustainability Committee are Nora Hortling (Chair), Päivi Paltola and Christian Ståhlberg.

Further information:

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