



# Decisions taken by Anora's Annual General Meeting 2024 and Anora's Board of Directors

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## **Decisions taken by Anora's Annual General Meeting 2024 and Anora's Board of Directors**

The Annual General Meeting of Anora Group Plc was held in Helsinki on 17 April 2024. The Annual General Meeting adopted the financial statements and discharged the members of the Board of Directors and the CEO from liability for the financial year 2023.

### **Dividend payment**

The meeting approved the proposal by the Board of Directors to pay a dividend of EUR 0.22 per share for the financial year 2023. The dividend will be paid on 26 April 2024 to a shareholder who is registered in the shareholders' register held by Euroclear Finland Oy on the record date of the payment, i.e. 19 April 2024.

### **Consideration of the Remuneration Report for the governing bodies**

The Annual General Meeting adopted the Remuneration Report of the governing bodies.

### **Consideration of the Remuneration Policy for the governing bodies**

The Annual General Meeting adopted the Remuneration Policy of the governing bodies.

### **Remuneration of the members of the Board of Directors**

The meeting decided based on the proposal by the Shareholders' Nomination Board that the remuneration of the members of the Board of Directors elected by the Annual General Meeting, during the next term consists of an annual fee as follows:

- EUR 70,000, Chairperson
- EUR 48,000, Vice Chairperson
- EUR 32,000, member

In addition to these fees, the following annual fees are paid to members of the Board of Directors elected by the Annual General Meeting who are appointed by the Board as members of the Board's permanent Committees:

Audit Committee:

- EUR 10,000, Chairperson
- EUR 5,000, member

Human Resources Committee:

- EUR 8,000, Chairperson
- EUR 4,000, member

In addition to these fees, the Board members elected by the Annual General Meeting receive a meeting fee for the Board of Directors and Board Committee meetings of EUR 650 per meeting and EUR 1,300 per meeting for members travelling to a meeting outside her/his country of residence. Travel expenses are reimbursed in accordance with the company's travel policy.

The Shareholders' Nomination Board has recommended that the Board members elected by the Annual General Meeting accumulate a shareholding in Anora that exceeds his/her one-time annual remuneration.

### **Composition of the Board of Directors**

The meeting approved the number of members of the Board of Directors elected by the Annual General Meeting to be seven (7) in accordance with the proposal of the Shareholders' Nomination Board. The current members of the Board of Directors Kirsten Ægidius, Michael Holm Johansen, Christer Kjos, Annareetta Lumme-Timonen, Jyrki Mäki-Kala, Florence Rollet and Torsten Steenholt were re-elected as members of the Board of Directors. Michael Holm Johansen was re-elected as Chairperson and Jyrki Mäki-Kala as Vice Chairperson of the Board of Directors. The term for the members of the Board of Directors lasts until the end of the next Annual General Meeting.

### **Auditor**

In accordance with the recommendation by the Audit Committee, the Annual General Meeting re-elected PricewaterhouseCoopers Oy as the company's auditor for a term that ends at the close of the next Annual General Meeting. PricewaterhouseCoopers Oy has informed the company that Authorized Public Accountant Markku Katajisto will act as the auditor in charge. The meeting decided that the auditor's fees be paid against an invoice approved by the company.

### **Sustainability auditor**

The General Meeting resolved in accordance with the recommendation of the Audit Committee to elect PricewaterhouseCoopers Oy as the sustainability auditor for a term that ends at the close of the next Annual General Meeting. In addition, the General Meeting resolved that the fees related to the audit of the Company's sustainability report for the financial year 2024 will be paid according to invoice approved by the company.

### **Authorization of the Board of Directors to resolve on the repurchase of the company's own shares**

In accordance with the proposal of the Board of Directors, the General Meeting authorized the Board of Directors to resolve on the repurchase of the company's own shares.

The number of shares to be repurchased by virtue of the authorization shall not exceed 6,755,362 shares in aggregate, which corresponds to approximately 10.0 percent of all the company's shares at the time of the proposal, subject to the provisions of the Finnish Companies Act on the maximum amount of shares owned by the company or its subsidiaries.

The shares may be repurchased in one or several instalments and either through a tender offer made to all shareholders on equal terms or in another proportion than that of the existing shareholdings of the shareholders in the company in public trading at the prevailing market price. The shares would be repurchased with funds from the company's unrestricted shareholders' equity.

The shares may be repurchased for the purpose of improving the company's capital structure, to finance or carry out corporate acquisitions or other arrangements, for incentive

arrangements and remuneration schemes or to be retained by the company as treasury shares, transferred, cancelled or for other purposes resolved by the Board of Directors.

The Board of Directors is authorized to resolve on all other terms and conditions regarding the repurchase of the company's own shares. The authorization is valid until the close of the next Annual General Meeting, however, no longer than until 30 June 2025.

### **Authorization of the Board of Directors to resolve on the issuance of shares for the purposes of financing or carrying out corporate acquisitions or other arrangements**

In accordance with the proposal of the Board of Directors, the Annual General Meeting authorized the Board of Directors to resolve on the issuance of shares in one or several tranches, against or without consideration. The Board of Directors may resolve to issue either new shares or issue treasury shares held by the company.

The number of shares to be issued based on this authorization shall not exceed 6,755,362 shares in aggregate, which corresponds to approximately 10.0 percent of all of the company's shares at the time of the proposal. The authorization may be used to improve the company's capital structure, to finance or carry out corporate acquisitions or other arrangements or for other purposes resolved by the Board of Directors.

The Board of Directors is authorized to resolve on all other terms and conditions regarding the issuance of shares. The issuance of shares may be carried out in deviation from the shareholders' pre-emptive rights (directed share issue). The authorization is valid until the close of the next Annual General Meeting, however, no longer than until 30 June 2025.

### **Authorization of the Board of Directors to resolve on the issuance of shares for remuneration purposes**

In accordance with the proposal of the Board of Directors, the Annual General Meeting authorized the Board of Directors to resolve on the issuance of shares in one or several tranches, against or without consideration. The Board of Directors may resolve to issue either new shares or issue treasury shares held by the company.

The number of shares to be issued based on this authorization shall not exceed 1,351,072 shares in aggregate, which corresponds to approximately 2.0 percent of all of the company's shares at the time of the proposal. The authorization may be used for incentive arrangements and remuneration schemes.

The Board of Directors is authorized to resolve on all other terms and conditions regarding the issuance of shares. The issuance of shares may be carried out in deviation from the shareholders' pre-emptive rights (directed share issue). The authorization is valid until the close of the next Annual General Meeting, however, no longer than until 30 June 2025.

### **Minutes of the meeting**

The minutes of the Annual General Meeting will be available as of 30 April 2024 at the latest on Anora's website at: [www.anora.com/en/investors](http://www.anora.com/en/investors).

### **Employee representation on the Board of Directors**

In addition to the Board members elected by the Annual General Meeting, Anora's employees have elected, for a term commencing at the end of the Annual General Meeting 2024 and ending at the end of the Annual General Meeting 2026, a new Board member and deputy member to the Board of Directors in accordance with the agreement between Anora and the special negotiating body representing the employees on employee participation, as follows:

- Board member: Jussi Mikkola
- Deputy member: Tero Kollanus

## **Organisational meeting of the Board of Directors**

Anora's Board of Directors have elected members of the Audit and Human Resources Committees as follows:

- Audit Committee: Jyrki Mäki-Kala (Chairperson), Christer Kjos, Annareetta Lumme-Timonen and Torsten Steenholt.
- Human Resources Committee: Michael Holm Johansen (Chairperson), Kirsten Ægidius and Florence Rollet

The Board of Directors has assessed that all members of the Board of Directors, with the exception of Jussi Mikkola, are independent of the company. Jussi Mikkola is employed by the Anora Group. Furthermore, all members of the Board of Directors, with the exception of Christer Kjos and Annareetta Lumme-Timonen, are independent of the company's major shareholders. Christer Kjos is the CEO of Canica Holding AG and Annareetta Lumme-Timonen is an Investment Director for Solidium Oy, and therefore are not independent of the company's major shareholders.

## **ANORA GROUP PLC**

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*Anora is a leading wine and spirits brand house in the Nordic region and a global industry forerunner in sustainability. Our market-leading portfolio consists of our own iconic Nordic brands and a wide range of prominent international partner wines and spirits. We export to over 30 markets globally. Anora Group also includes Anora Industrial and logistics company Vectura. In 2023, Anora's net sales were EUR 726.5 million and the company employs about 1,200 professionals. Anora's shares are listed on Nasdaq Helsinki.*