

## Proposals to the AGM 2019

### **Proposal by the Board of Directors on the use of the profit shown on the balance sheet and the payment of dividend**

The Board of Directors proposes that a dividend of EUR 0.84 per share would be paid based on the balance sheet adopted for the financial period ended on December 31, 2018. The dividend would be paid to a shareholder who on the dividend record date April 29, 2019 is registered as a shareholder in the Company's shareholders' register held by Euroclear Finland Ltd. The Board of Directors proposes that the dividend would be paid on May 7, 2019.

No significant changes have taken place in the Company's financial position since the end of the financial year. The Company's liquidity position is good and the proposed distribution does not, in the view of the Board of Directors, risk the Company's ability to fulfill its obligations.

### **Proposal by the Nomination Committee of the Board of Directors on the remuneration and expense compensation of the members of the Board of Directors**

The Nomination Committee of the Board of Directors proposes that the annual remuneration to the members of the Board of Directors would remain unchanged and thus be paid as follows: to the Chairman EUR 120,000, to the Vice-Chairman EUR 68,000 and to other members EUR 57,000. In addition, the Nomination Committee of the Board of Directors proposes that the meeting fees would be paid for each meeting attended as follows: EUR 1,500 for all meetings, except EUR 3,000 to the Chairman for the Audit Committee meetings, EUR 1,750 to the Chairman for the Human Resources Committee meetings and EUR 1,750 to the Chairman for the Nomination Committee meetings. Traveling expenses of the Board members would be compensated in accordance with the Company policy.

### **Proposal by the Nomination Committee of the Board of Directors on the number of members of the Board of Directors**

The Nomination Committee of the Board of Directors proposes that the number of members of the Board of Directors would be seven (7).

### **Proposal by the Nomination Committee of the Board of Directors on the members of the Board of Directors**

The Nomination Committee of the Board of Directors proposes that Mr. Pekka Ala-Pietilä, Mr. Doug Baillie, Mr. William R. Barker, Ms. Anja Korhonen, Ms. Kerttu Tuomas, Ms. Sandra Turner and Mr. Ralf K. Wunderlich would be re-elected as members of the Board of Directors for a term ending at the end of the next Annual General Meeting. The current Vice-Chairman of the Board of Directors Mr. Jukka Suominen has notified the Company that he will not stand for re-election to the Board of Directors.

The biographical details of all candidates are presented on the Company's website ([www.huhtamaki.com](http://www.huhtamaki.com)) at the Investors section.

All of the candidates have given their consent to the election. In addition, all of the candidates have notified the Company that if they are elected as members of the Board of Directors, they will elect Mr. Pekka Ala-Pietilä as the Chairman of the Board of Directors and Ms. Kerttu Tuomas as the Vice-Chairman of the Board of Directors.

## **Proposal by the Audit Committee of the Board of Directors on the remuneration of the Auditor**

The Audit Committee of the Board of Directors proposes that the Auditor's remuneration would be paid against an invoice approved by the Audit Committee of the Board of Directors.

## **Proposal by the Audit Committee of the Board of Directors on the election of the Auditor**

The Audit Committee of the Board of Directors proposes that Ernst & Young Oy, a firm of authorized public accountants, would be elected as Auditor for the financial year January 1 - December 31, 2019. Ernst & Young Oy has announced that Mr. Mikko Järventausta, APA, would be the Auditor with principal responsibility.

## **Proposal by the Board of Directors on authorizing the Board of Directors to resolve on the repurchase of the Company's own shares**

The Board of Directors proposes that the Annual General Meeting would authorize the Board of Directors to resolve on the repurchase of an aggregate maximum of 10,776,038 of the Company's own shares, subject to the number of shares held by the Company at any given moment not exceeding 10 percent of all the shares of the Company. Own shares may be repurchased on the basis of the authorization only by using non-restricted equity.

Own shares may be repurchased at a price formed in public trading on the date of the repurchase or otherwise at a price formed on the market. The Board of Directors resolves on how shares are repurchased. Own shares may be repurchased otherwise than in proportion to the shares held by the shareholders (directed repurchase). The authorization remains in force until the end of the next Annual General Meeting, however, no longer than until June 30, 2020.

## **Proposal by the Board of Directors on authorizing the Board of Directors to resolve on the issuance of shares and the issuance of special rights entitling to shares**

The Board of Directors proposes that the Annual General Meeting would authorize the Board of Directors to resolve on the issuance of shares and the issuance of options and other special rights entitling to shares referred to in chapter 10 section 1 of the Companies Act as follows: the aggregate number of new shares to be issued may not exceed 10,000,000 shares which corresponds to approximately 9.3 percent of the current shares of the Company, and the aggregate number of own treasury shares to be transferred may not exceed 4,000,000 shares which corresponds to approximately 3.7 percent of the current shares of the Company.

The Board of Directors resolves on all the terms and conditions of the issuance of shares and special rights entitling to shares, and may deviate from the shareholders' pre-emptive subscription rights (directed issue). The authorization remains in force until the end of the next Annual General Meeting, however, no longer than until June 30, 2020.

## **Proposal by the Board of Directors on authorizing the Board of Directors to grant donations**

The Board of Directors proposes that in connection with the Company's 100 years anniversary the Annual General Meeting would authorize the Board of Directors to grant donations up to an aggregate maximum amount of three (3) million euros for charitable or corresponding purposes. The Board of Directors resolves on the recipients and other terms and conditions of the donations and the authorization remains in force until December 31, 2020.