# ASPO PLC STOCK EXCHANGE RELEASE April 5, 2017, at 17:15

## DECISIONS OF THE ASPO ANNUAL SHAREHOLDERS' MEETING

The Annual Shareholders' Meeting of Aspo Plc on April 5, 2017, approved the company's and consolidated financial statements 2016 and discharged the members of the Board of Directors and the CEO from the liability. The shareholders approved the payment of a dividend totalling EUR 0.42 per share.

The dividend will be paid in two installments. The record date for the first installment of EUR 0.21 per share will be April 7, 2017 and the payment date will be April 18, 2017.

The second installment of EUR 0.21 per share will be paid in November 2017 to shareholders who are registered in the shareholders' register maintained by Euroclear Finland Ltd on the record date. At its meeting to be held on October 26, 2017, the Board of Directors will decide on the record and payment dates of the second installment, in accordance with the rules of the Finnish book-entry securities system. According to the current system, the dividend record date would be October 30, 2017 and the payment date would be November 6, 2017.

### **Board of Directors and Auditor**

The meeting confirmed the number of Board members at six. LL.M., MBA Mammu Kaario, M.Sc. (Econ.) Mikael Laine, LL.M. Roberto Lencioni, B.Sc. (Econ.), eMBA Gustav Nyberg, D.Sc. (Econ.) Salla Pöyry and M.Sc. (Tech.) Risto Salo were re-elected to the Board of Directors. At the Board's organizing meeting held after the Annual Shareholders' Meeting, Gustav Nyberg was elected as Chairman of the Board and Roberto Lencioni as Vice-Chairman. At the meeting the Board also decided to appoint Mammu Kaario Chairman of the Audit Committee and Mikael Laine, Salla Pöyry and Risto Salo as committee members.

The Authorized Public Accountant firm Ernst & Young Oy was elected as company auditor. The remuneration shall be paid to the auditor according to the reasonable accepted invoice.

#### Remuneration of the members of the Board of Directors and the Audit Committee

The shareholders approved that EUR 5,400 be paid per month for the Chairman of the Board of Directors, EUR 4,050 per month for the Vice-Chairman and EUR 2,700 per month for the other members of the Board of Directors.

The shareholders approved that EUR 1,050 per meeting be paid for the Chairman of the Audit Committee and EUR 700 per meeting be paid for the committee members. If the Chairman of the Audit Committee is also the Vice Chairman or the Chairman of the Board of Directors, the fee paid to the Chairman of the Audit Committee is the same as that paid to members of the Audit Committee.

Board members or committee members having a full-time position in an Aspo Group company are not paid a fee.

### Amendment of the Articles of Association

The shareholders decided to amend the company's Articles of Association in accordance with the Board of Directors' proposal. The new Articles of Association can be found as an appendix to this release.

#### Authorization of the Board of Directors to decide on the acquisition of treasury shares

The Annual Shareholders' Meeting authorized the Board of Directors to decide on the acquisition of no more than 500,000 of the treasury shares using the unrestricted equity of the company representing about 1.6% of all the shares in the company. The authorization includes the right to accept treasury shares as a pledge.

The shares shall be acquired through public trading, for which reason the shares are acquired otherwise than in proportion to the share ownership of the shareholders and the consideration paid for the shares shall be the market price of the Aspo's share in public trading at Nasdaq Helsinki Ltd at the time of the acquisition. Shares may also be acquired outside public trading for a price which at most corresponds to the market price in public trading at the time of the acquisition. In connection with the acquisition of the treasury shares, derivative, share lending, or other agreements that are normal within the framework of capital markets may take place in accordance with legislative and regulatory requirements.

The authorization includes the Board's right to resolve on a directed repurchase or the acceptance of shares as a pledge, if there is a compelling financial reason for the company to do so as provided for in Chapter 15, section 6 of the Finnish Limited Liability Companies Act. The shares shall be acquired to be used for the financing or execution of corporate acquisitions or other transactions, for execution of the company's share-ownership programs or for other purposes determined by the Board.

The decision to acquire or redeem treasury shares or to accept them as pledge shall not be made so that the shares of the company in the possession of, or held as pledges by the company and its subsidiaries would exceed 10% of all shares. The authorization is proposed to be valid until the Annual Shareholders' Meeting in 2018 but not more than 18 months from the approval at the Shareholders' Meeting.

The Board of Directors shall decide on any other matters related to the acquisition of treasury shares and/or accepting them as a pledge.

The authorization will supersede the authorization for the acquisition of treasury shares and/or accepting them as a pledge which was granted to the Board of Directors by the Annual Shareholders' Meeting on April 7, 2016.

ASPO PLC

Aki Ojanen CEO

ATTACHMENT:

Articles of Association of Aspo Plc

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Aspo is a conglomerate that owns and develops business operations, in addition to the markets of North-Europe, in growing markets focusing on demanding B-to-B customers. Our strong company brands - ESL Shipping, Leipurin, Telko and Kauko - aim to be the market leaders in their sectors. They are responsible for their own operations, customer relationships and the development of

these. Together they generate Aspo's goodwill. Aspo's Group structure and business operations are continually developed without any predefined schedules.

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