

Decisions taken by Tokmanni Group Corporation's AGM and the constitutive meeting of the Board of Directors

Tokmanni Group Corporation Stock Exchange Release 19 March 2019 at 3:30 pm

Tokmanni Group Corporation's annual general meeting was held today on 19 March 2019 in Mäntsälä, Finland. The general meeting approved the 2018 financial statements, including the consolidated financial statements, the report of the Board of Directors and the auditor's report and discharged the members of the Board of Directors and the company's CEOs during the financial period from liability.

Dividend payment

The general meeting approved the proposal to pay a dividend EUR 0.50 per share for the accounting period that ended on 31 December 2018. The dividend will be paid to shareholders who are registered in the company's shareholders register, maintained by Euroclear Finland, on the record date of the payment of the dividend on 21 March 2019. The date for the payment of the dividend is 4 April 2019.

Board composition and remuneration

The general meeting decided the number of Board members to be six. The meeting elected Juha Blomster, Thérèse Cedercreutz, Kati Hagros, Erkki Järvinen, Seppo Saastamoinen and Harri Sivula. Seppo Saastamoinen was elected as the Chairman of the Board of Directors.

The general meeting approved the proposal that the remuneration of the members of the Board of Directors remain the same as follows:

- The Chairman of the Board of Directors will be paid EUR 84,000 as yearly remuneration;
- A member of the Board of Directors will be paid EUR 30,000 as yearly remuneration;

In addition, the Chairman and the members of the Board of Directors will be paid an attendance fee per each meeting of the Board of Directors as follows:

- EUR 1,000 for those members of the Board of Directors who are domiciled in Finland;
- EUR 2,000 for those members of the Board of Directors who are domiciled elsewhere in Europe; and
- EUR 3,000 for those members of the Board of Directors who are domiciled outside Europe.

The annual remuneration of the members of the Board of Directors is paid in company shares and in cash so that approximately 40% of the annual fee is paid in the company shares and the rest is paid in cash. The company will pay any costs and transfer tax related to the purchase of the company shares. The shares purchased for the Board member cannot be transferred until 3 years have passed from the date of purchase or before the Board member's membership in the Board has ended, whichever is earlier.

Board members' meeting fees will be paid in cash.

Auditor remuneration and auditor selection

The general meeting decided that the auditor is paid remuneration in accordance with a reasonable invoice. The authorised public accountants PricewaterhouseCoopers Oy was elected as the company's auditor. The principal auditor designated by the audit firm would be APA Maria Grönroos. The term of office of the auditor ends at the close of the Annual General Meeting of shareholders following the election of the auditor.

Authorising the Board of Directors to decide on the repurchase of the company's own shares

The general meeting authorized the Board of Directors to decide on repurchase or accepting as pledge, using the company's non-restricted equity, a maximum of 2,943,000 own shares, which corresponds to approximately 5% of the company's total shares at the time of convening the meeting. The repurchase may take place in one or more tranches.

The shares shall be repurchased in a proportion other than the shareholders' current shareholdings in the company in public trading arranged by Nasdaq Helsinki Ltd at the trading price of the moment of repurchase. The shares shall be repurchased and paid in accordance with the rules of Nasdaq Helsinki Ltd.

The company may repurchase the shares to execute its incentive program or corporate acquisitions or other business arrangements or investments related to the company's operations, to improve its capital structure, or to be otherwise further transferred, retained by the company or cancelled.

The authorisation is proposed to include the right for the Board of Directors to decide on all other matters related to the repurchase of shares. The authorisation is effective until the Annual General Meeting held in 2020, yet no further than until 30 June 2020.

The minutes of the meeting will be available on Tokmanni's website as of 29 March 2019 at the latest.

Decisions taken in the constitutive meeting of the Board of Directors

At its constitutive meeting following the annual general meeting, the Board resolved to elect as members of the Finance and Audit Committee: Juha Blomster, Kati Hagros, Erkki Järvinen and Harri Sivula.

Board of Directors

For more information

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Tokmanni in brief

Tokmanni is the largest general discount retailer in Finland measured by number of stores and revenue. In 2018, Tokmanni's revenue was EUR 870.4 million and it has approximately 3,600 employees. Tokmanni is the only nationwide general discount retailer in Finland, with almost 200 stores across Finland.

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