

## ANNUAL GENERAL MEETING OF VALMET OYJ 2021

<b>Time</b>	March 23, 2021 at 1:00 p.m.
<b>Place</b>	The offices of Castrén & Snellman Attorneys Ltd at the address Eteläesplanadi 14, FI-00130 Helsinki, Finland.
<b>Participants</b>	<p>The Board of Directors of Valmet Oyj had decided under section 2, subsection 2 of act 677/2020 (the Temporary Act) that shareholders and their proxy representatives can only participate in the general meeting and exercise shareholder rights by voting in advance and by presenting counterproposals and questions in advance.</p> <p>Shareholders were represented as shown on the list of votes adopted at the meeting.</p> <p>The Chairman of the Board of Directors Mikael Mäkinen, the President and CEO Pasi Laine, General Counsel Rasmus Oksala, Attorney Pekka Jaatinen and meeting officials were also present.</p>

### **1 Opening of the meeting**

Chairman of the Board Mikael Mäkinen opened the meeting and welcomed the attendants. The Chairman of the Board of Directors gave a review of the year 2020 and introduced the activities of the Board of Directors in 2020, presented the current members of the Board and Per Lindberg who had been proposed as a new member of the Board.

### **2 Calling the meeting to order**

As proposed in the notice convening the general meeting, Attorney Pekka Jaatinen served as the chairperson of the meeting and also prepared the minutes.

The chairperson explained the meeting arrangements and noted that the meeting was held in accordance with the Temporary Act in such a way that shareholders and their proxy representatives could participate in the general meeting and exercise shareholder rights only by voting in advance and by presenting counterproposals and questions in advance.

The chairperson noted that the Company had provided shareholders the opportunity to participate in the general meeting by authorising a proxy representative designated by the Company to represent the shareholder in the meeting. The proxy representative was Attorney Teresa Kauppila from Castrén & Snellman Attorneys Ltd.

The chairperson noted that the Company had also arranged an opportunity for shareholders who have registered for the meeting to follow the meeting online via a webcast. The chairperson pointed out that only following the meeting via webcast is not considered as official participation in the general meeting and that it did not make possible for shareholders to exercise their rights in the general meeting.

The chairperson further stated that the proposed resolutions were included in the notice convening the general meeting. In accordance with the Temporary Act, shareholders had been provided the opportunity to make counterproposals and ask questions pursuant to chapter 5, section 25 of the Companies Act in advance. No counterproposals or questions had been received by the deadlines given in the notice convening the general meeting.

The chairperson also noted that since shareholders and their proxy representatives were only able to vote in advance, voting had been carried out on all of the resolution items on the agenda. In accordance with the Temporary Act, it had been possible to oppose the proposals in every item without making a counterproposal. A shareholder could also withhold from voting on one or more items, in which case said shareholder's shares were deemed to not be represented under that agenda item. Therefore, the number of shares represented under each agenda item can vary.

Summaries of the results of voting were attached to the minutes under each resolution item of the agenda.

### **3 Election of the person to scrutinise the minutes and to verify the counting of votes**

As proposed in the notice to the general meeting, General Counsel Rasmus Oksala served as the person to scrutinise the minutes and verify the counting of votes.

### **4 Recording the legality of the meeting**

It was noted that, in accordance with section 8 of the articles of association, the notice convening the general meeting must be delivered as follows:

*'The notice convening a General Meeting of shareholders must be delivered to the shareholders by publishing the notice on the Company's website or in one or more widely circulated daily newspapers designated by the Board of Directors or otherwise in a verifiable manner no more than three (3) months and no less than three (3) weeks prior to the General Meeting of shareholders, however, in any case, at least nine (9) days prior to the record date of the General Meeting of shareholders referred to in Chapter 4, Section 2, Subsection 2 of the Finnish Companies Act.'*

It was noted that in accordance with section 8 of the articles of association, the notice convening the meeting had to be published no earlier than December 23, 2020 and no later than March 2, 2021.

It was noted that, in accordance with the decision of the Board of Directors, the notice convening the meeting had been published on the Company's website on March 2, 2021 from which date the notice had been available on the Company's website. The notice convening the meeting had also been released as a stock exchange release on the same date ([Appendix 1](#)). In addition, an announcement of the publication of the notice convening the meeting had been published in Kaupalehti newspaper on March 3, 2021 ([Appendix 2](#)).

It was noted that the proposed resolutions had been available as of March 2, 2021 and the financial statement documentation as of February 23, 2021 on the Company's website, and thus, the documents had been available for at least three weeks prior to the Annual General Meeting as required by the Companies Act.

It was noted that the meeting had been convened in accordance with the Companies Act, the articles of association and the Temporary Act.

It was noted that the meeting was legal.

## **5 Recording the attendance at the meeting and adoption of the list of votes**

The list provided by Euroclear Finland Oy of shareholders who had voted in advance during the advance voting period either in person or through a proxy and who had the right to participate in the general meeting in accordance with chapter 5, sections 6 and 6 a of the Companies Act was presented.

It was recorded that a total of 871 shareholders representing 89,257,102 shares and an equal number of votes had participated in advance voting.

It was recorded that on the record date of the general meeting, the Company held 391,268 treasury shares, which the Companies Act prohibits from being used in the general meeting.

The list of participants and the list of votes represented at the meeting were attached to the minutes ([Appendix 3](#)).

It was noted that in addition to the chairperson of the meeting and the person to scrutinise the minutes and to verify the counting of votes, those present at the meeting included the Chairman of the Board of Directors Mikael Mäkinen and the President and CEO Pasi Laine as well as technical personnel.

## **6 Presentation of the financial statements, the consolidated financial statements, the report of the Board of Directors and the Auditor's report for the year 2020**

It was noted that the Company's financial statements documentation for the year 2020 had been published as a stock exchange release on February 23, 2021 and had been available on the Company's website as of the publication date.

The Company's President and CEO Pasi Laine presented his review ([Appendix 4](#)) and presented main points of the financial statements.

The chairperson noted that the Auditor's report included an unqualified Auditor's opinion and that the Auditor's report did not contain any remarks.

The financial statements were attached to the minutes ([Appendix 5](#)).

It was noted that as participation in the general meeting took place in advance, the financial statements, the consolidated financial statements, the report of the Board of Directors, and the Auditor's report for the year 2020 had been presented to the general meeting.

## **7 Adoption of the financial statements and the consolidated financial statements**

It was recorded that 89,257,090 shares and votes, corresponding to 59.56% of all of the shares and votes in the Company, participated in the voting. A total of 88,933,907 votes were cast to support the adoption of the financial statements, corresponding to 100% of the votes cast. No votes were cast against the adoption of the financial statements. The number of shares that cast no votes, i.e. abstained, was 323,183.

The result of voting was attached to the minutes ([Appendix 6](#)).

Based on the result of voting, the general meeting resolved to adopt the financial statements and the consolidated financial statements for 2020.

**8****Resolution on the use of the profit shown on the balance sheet and the payment of dividends**

It was noted that the Company's distributable equity as at December 31, 2020 totalled EUR 1,225,703,224.57, of which the net profit for the year 2020 was EUR 186,455,188.79.

It was noted that the Board of Directors had proposed to the Annual General Meeting that a dividend of EUR 0.90 per share be paid based on the balance sheet to be adopted for the financial year which ended December 31, 2020 and the remaining part of profit be retained and carried further in the Company's unrestricted equity.

According to the proposal, the dividend would be paid to shareholders who on the dividend record date March 25, 2021 are registered in the Company's shareholders' register held by Euroclear Finland Oy. The dividend shall be paid on April 7, 2021.

It was recorded that 89,257,102 shares and votes, corresponding to 59.56% of all of the shares and votes in the Company, participated in the voting. A total of 89,219,092 votes were cast to support the proposal of the Board of Directors, corresponding to 99.96% of the votes cast, and a total of 38,010 votes were cast against the proposal of the Board of Directors, corresponding to 0.04% of the votes cast. The number of shares that cast no votes, i.e. abstained, was 0.

The result of voting was attached to the minutes ([Appendix 7](#)).

Based on the result of voting, the general meeting resolved that a dividend of EUR 0.90 per share will be paid based on the balance sheet adopted for the financial year which ended December 31, 2020 and the remaining part of profit will be retained and carried further in the Company's unrestricted equity. The dividend would be paid to shareholders who on the dividend record date March 25, 2021 are registered in the Company's shareholders' register held by Euroclear Finland Oy. The dividend shall be paid on April 7, 2021.

**9****Resolution on the discharge of the members of the Board of Directors and the President and CEO from liability**

It was noted that the discharge from liability for the financial year 2020 concerns the following persons:

- Mikael Mäkinen,
- Aaro Cantell,
- Pekka Kemppainen,
- Monika Maurer,
- Eriikka Söderström,
- Tarja Tyni,
- Rogério Ziviani and
- Pasi Laine.

It was recorded that 89,075,552 shares and votes, corresponding to 59.44% of all of the shares and votes in the Company, participated in the voting. A total of 87,991,538 votes were cast to support granting discharge from liability, corresponding to 99.16% of the votes cast, and a total of 743,231 votes were cast against granting discharge from liability, corresponding to 0.84% of the votes cast. The number of shares that cast no votes, i.e. abstained, was 340,783.

It was recorded that those members of the Board of Directors and the President and CEO who participated in the advance voting were not entitled to participate in the voting under this agenda item with the shares directly held by them.

The result of voting was attached to the minutes ([Appendix 8](#)).

Based on the result of voting, the general meeting decided to grant discharge from liability to the Board members and the President and CEO for the financial year 2020.

## **10 Presentation of the remuneration report for governing bodies**

It was noted that as participation in the general meeting took place in advance, the Company's remuneration report for governing bodies, which had been published on February 23, 2021 as a stock exchange release and which had been available on the Company's website as of the publication date, had been presented to the general meeting for advisory approval.

The remuneration report for governing bodies was attached to the minutes ([Appendix 9](#)).

It was recorded that 89,256,997 shares and votes, corresponding to 59.56% of all of the shares and votes in the Company, participated in the voting. A total of 43,900,855 votes were cast to support the approval of the remuneration report for governing bodies, corresponding to 49.19% of the votes cast, and a total of 45,353,942 votes were cast against the approval of the remuneration report for governing bodies, corresponding to 50.81% of the votes cast. The number of shares that cast no votes, i.e. abstained, was 2,200.

The result of voting was attached to the minutes ([Appendix 10](#)).

Based on the result of voting, the general meeting resolved to reject the presented remuneration report for governing bodies. The resolution was advisory.

It was recorded that the Company has notified that it will further analyse the voting recommendations and voting results in order to ensure that the remuneration report will better meet the shareholders' expectations.

## **11 Resolution on remuneration of the members of the Board of Directors**

It was noted that Valmet Oyj's Nomination Board had proposed to the Annual General Meeting that the annual remuneration payable to the members of the Board of Directors to be elected at the Annual General Meeting for the term until the close of the Annual General Meeting in 2022 be increased as follows:

- EUR 118,000 for the Chairman of the Board (2020: EUR 115,000),
- EUR 70,000 for the Vice-Chairman of the Board (2020: EUR 67,500) and
- EUR 56,000 for a Board member (2020: EUR 54,000).

Furthermore, the Nomination Board had proposed that a base fee of EUR 7,000 shall be paid for each member of the Audit Committee, EUR 14,000 for the Chairman of the Audit Committee, EUR 4,000 for each member of the Remuneration and HR Committee, and EUR 6,000 for the Chairman of the Remuneration and HR Committee.

In addition, the Nomination Board had proposed that a meeting fee in the amount of EUR 750 (2020: EUR 700) shall be paid for those members whose place of residence is in the Nordic countries, EUR 1,500 (2020: EUR 1,400) for those members whose place of residence is elsewhere in Europe and EUR 3,000

(2020: EUR 2,800) for those members whose place of residence is outside of Europe for the Board meetings attended, including the meetings of the committees of the Board of Directors.

For meetings in which a Board member participates via remote connection, including the meetings of the committees of the Board of Directors, the Nomination Board proposes that a meeting fee of EUR 750 shall be paid to Board members. Furthermore, the Nomination Board proposes that a meeting fee of EUR 1,500 shall be paid to Board members for a Board travel meeting.

The Nomination Board had proposed to the Annual General Meeting that as a condition for the annual remuneration, the members of the Board of Directors are obliged directly based on the Annual General Meeting's decision to use 40 percent of the fixed annual remuneration for purchasing Valmet Oyj shares at a price formed on a regulated market on the main list of Nasdaq Helsinki stock exchange, and that the purchase will be carried out within two weeks from the publication of the Interim Review for the period January 1 to March 31, 2021.

It was recorded that 89,257,032 shares and votes, corresponding to 59.56% of all of the shares and votes in the Company, participated in the voting. A total of 88,814,624 votes were cast to support the Shareholders' Nomination Board's proposal, corresponding to 99.51% of all of the votes cast, and 440,196 votes were cast against the proposal, corresponding to 0.49% of the votes cast. The number of shares that cast no votes, i.e. abstained, was 2,212.

The result of voting was attached to the minutes ([Appendix 11](#)).

Based on the result of voting, the general meeting resolved to confirm the annual and meeting fees of the members of the Board of Directors in accordance with the Shareholders' Nomination Board's proposal.

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### **Resolution on the number of members of the Board of Directors**

It was noted that pursuant to section 4 of the articles of association, the Company's Board of Directors shall comprise no less than five (5) and no more than eight (8) members. The general meeting of shareholders elects the Chairman, the Vice-Chairman and other members of the Board of Directors.

It was noted that the Board of Directors had seven (7) members: a Chairman, a Vice-Chairman and five (5) other members.

It was noted that the Nomination Board of Valmet Oyj had proposed that the number of members of the Board of Directors be confirmed as eight (8) for the term expiring at the close of the Annual General Meeting 2022.

It was recorded that 89,257,032 shares and votes, corresponding to 59.56% of all of the shares and votes in the Company, participated in the voting. A total of 89,255,032 votes were cast to support the Shareholders' Nomination Board's proposal, corresponding to 100% of the votes cast. No votes were cast against the Shareholders' Nomination Board's proposal. The number of shares that cast no votes, i.e. abstained, was 2,000.

The result of voting was attached to the minutes ([Appendix 12](#)).

Based on the result of voting, the general meeting resolved to confirm in accordance with the Shareholders' Nomination Board's proposal that the number of members of the Board of Directors will be eight (8).

## Election of the members of the Board of Directors

It was noted that, in accordance with the Companies Act and the articles of association of the Company, the Chairman, the Vice-Chairman and the other members of the Board of Directors must be elected by the Annual General Meeting. The meeting had decided to elect eight (8) ordinary members.

It was noted that the current members of the Board of Directors were Chairman Mikael Mäkinen, Vice-Chairman Aaro Cantell as well as other members Pekka Kemppainen, Monika Maurer, Eriikka Söderström, Tarja Tyni and Rogério Ziviani.

The following proposal for the election of the members of the Board of Directors was noted:

*‘Valmet Oyj’s Nomination Board proposes to the Annual General Meeting that:*

- *Aaro Cantell, Pekka Kemppainen, Monika Maurer, Mikael Mäkinen, Eriikka Söderström, Tarja Tyni and Rogério Ziviani are re-elected as Board members,*
- *Per Lindberg is elected as a new Board member, and*
- *Mikael Mäkinen is re-elected as the Chairman of the Board and Aaro Cantell re-elected as the Vice-Chairman of the Board.*

*Personal information and positions of trust of the proposed individuals are available on the Company’s website (www.valmet.com). All candidates have given their consent to the appointments.’*

It was recorded that 89,256,997 shares and votes, corresponding to 59.56% of all of the shares and votes in the Company, participated in the voting. A total of 75,783,443 votes were cast to support the Shareholders’ Nomination Board’s proposal, corresponding to 86.63% of all of the votes cast, and 11,691,882 votes were cast against the proposal, corresponding to 13.37% of the votes cast. The number of shares that cast no votes, i.e. abstained, was 1,781,672.

The result of voting was attached to the minutes ([Appendix 13](#)).

Based on the result of voting, the general meeting resolved in accordance with the Shareholders’ Nomination Board’s proposal that Mikael Mäkinen is elected as the Chairman of the Board, Aaro Cantell elected as the Vice-Chairman of the Board and Pekka Kemppainen, Monika Maurer, Eriikka Söderström, Tarja Tyni, Rogério Ziviani and Per Lindberg are elected as Board members in accordance with the articles of association for a term that expires at the closing of the first Annual General Meeting following the election.

## Resolution on remuneration of the Auditor

It was noted that the Board of Directors had proposed, based on the proposal of the Audit Committee, that the remuneration to the Auditor be paid in accordance with the Auditor’s invoice and the principles approved by the Audit Committee.

It was recorded that 89,256,997 shares and votes, corresponding to 59.56% of all of the shares and votes in the Company, participated in the voting. A total of 88,769,274 votes were cast to support the proposal of the Board of Directors, corresponding to 99.45% of the votes cast, and a total of 487,723 votes were cast

against the proposal of the Board of Directors, corresponding to 0.55% of the votes cast. The number of shares that cast no votes, i.e. abstained, was 0.

The result of voting was attached to the minutes ([Appendix 14](#)).

Based on the result of voting, the general meeting resolved, in accordance with the proposal of the Board of Directors, that the remuneration to the Auditor will be paid in accordance with the Auditor's invoice and the principles approved by the Audit Committee.

## 15 **Election of the Auditor**

It was noted that in accordance with section 7 of the articles of association, the term of office of the Auditor expires at the closing of this Annual General Meeting. According to the articles of association, the Company must have one (1) auditor, which must be an audit firm approved by the Finland Chamber of Commerce.

It was noted that audit firm PricewaterhouseCoopers Oy with Mr Pasi Karppinen, APA, as the responsible auditor, had served as the Company's Auditor.

It was noted that the Board of Directors had proposed to the general meeting, based on the proposal of the Audit Committee, that audit firm PricewaterhouseCoopers Oy be re-elected Auditor of the Company. PricewaterhouseCoopers Oy had stated that Mr Pasi Karppinen, APA, would act as the responsible auditor.

It was recorded that 89,256,832 shares and votes, corresponding to 59.56% of all of the shares and votes in the Company, participated in the voting. A total of 88,664,209 votes were cast to support the proposal of the Board of Directors, corresponding to 99.45% of the votes cast, and a total of 492,623 votes were cast against the proposal of the Board of Directors, corresponding to 0.55% of the votes cast. The number of shares that cast no votes, i.e. abstained, was 100,000.

The result of voting was attached to the minutes ([Appendix 15](#)).

Based on the result of voting, the general meeting resolved, in accordance with the proposal of the Board of Directors, to elect audit firm PricewaterhouseCoopers Oy as Auditor of the Company for a term in accordance with the articles of association that will expire at the closing of the next Annual General Meeting. It was recorded that audit firm PricewaterhouseCoopers Oy had stated that Mr Pasi Karppinen, APA, would act as the responsible auditor and he had given his consent for this position.

## 16 **Authorising the Board of Directors to decide on the repurchase of the Company's own shares**

It was noted that the Board of Directors had proposed that the Board of Directors be authorised to decide on the repurchase of the Company's own shares as follows:

*"The Board of Directors proposes to the Annual General Meeting that the Annual General Meeting authorise the Board of Directors to decide on the repurchase of the Company's own shares in one or several tranches. The maximum number of shares to be repurchased shall be 5,000,000 shares, which corresponds to approximately 3.3 percent of all the shares in the Company. Based on the authorisation, the Company's own shares may be repurchased otherwise than in proportion to the shareholdings of the shareholders (directed repurchase). The Company's own shares may be repurchased using the unrestricted equity of the*



*Company at a price formed on a regulated market on the stock exchange main list maintained by Nasdaq Helsinki Ltd on the date of the repurchase.*

*The Company's own shares may be repurchased for reasons of developing the Company's capital structure, financing or carrying out acquisitions, investments or other business transactions, or for the shares to be used in an incentive scheme, however so that a maximum of 500,000 shares may be repurchased to be used in an incentive scheme, which corresponds to approximately 0.3 percent of all the shares in the Company.*

*The Board of Directors decides on all other terms related to the repurchasing of the Company's own shares.*

*The authorisation shall remain in force until the close of the next Annual General Meeting, and it cancels the authorisation granted in the Annual General Meeting of June 16, 2020 related to the repurchasing of the Company's own shares.'*

It was noted that in accordance with chapter 5, section 27 of the Companies Act, a resolution under this agenda item requires a qualified majority of two-thirds of the votes cast and shares represented at the meeting.

It was further noted that based on the authorisation granted by the Annual General Meeting of June 16, 2020, a total of 100,000 own shares had been repurchased.

It was recorded that 89,257,032 shares and votes, corresponding to 59.56% of all of the shares and votes in the Company, participated in the voting. The Board of Directors' proposal was supported by 87,849,654 votes and shares, corresponding to 98.86% of all of the votes cast and 98.42% of the shares represented under this agenda item. The Board of Directors' proposal was opposed by 1,011,571 votes and shares, corresponding to 1.14% of all of the votes cast and 1.13% of the shares represented under this agenda item. The number of shares that cast no votes, i.e. abstained, was 395,807.

The result of voting was attached to the minutes ([Appendix 16](#)).

Based on the result of voting, the general meeting resolved to authorise the Board of Directors to decide on the repurchase of own shares in accordance with the proposal of the Board of Directors.

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### **Authorising the Board of Directors to decide on the issuance of shares as well as the issuance of special rights entitling to shares**

It was noted that the Board of Directors had proposed that the Board of Directors be authorised to decide on the issuance of shares and the issuance of special rights entitling to shares as follows:

*'The Board of Directors proposes to the Annual General Meeting that the Annual General Meeting authorise the Board of Directors to decide on the issuance of shares as well as the issuance of special rights entitling to shares pursuant to Chapter 10(1) of the Finnish Limited Liability Companies Act in one or several tranches. The issuance of shares may be carried out by offering new shares or by transferring treasury shares held by Valmet Oyj. Based on this authorisation, the Board of Directors may also decide on a directed share issue in deviation from the shareholders' pre-emptive rights and on the granting of special rights*

*subject to the conditions mentioned in the Finnish Limited Liability Companies Act.*

*Based on this authorisation, a maximum number of 15,000,000 shares may be issued, which corresponds to approximately 10.0 percent of all the shares in Valmet Oyj.*

*The new shares and treasury shares may be issued for consideration or without consideration.*

*The Board of Directors may decide on all other terms of the issuance of shares and special rights entitling to shares pursuant to Chapter 10(1) of the Finnish Limited Liability Companies Act. The Board of Directors may use this authorisation, for example, for reasons of developing the Company's capital structure, in financing or carrying out acquisitions, investments or other business transactions, or for the shares to be used in incentive schemes, however so that the Board of Directors may issue a maximum of 500,000 shares to be used in incentive schemes, which corresponds to approximately 0.3 percent of all the shares in the Company.*

*The authorisation shall remain in force until the close of the next Annual General Meeting, and it cancels the authorisation granted in the Annual General Meeting of June 16, 2020 to decide on the issuance of shares as well as the issuance of special rights entitling to shares.'*

It was noted that in accordance with chapter 5, section 27 of the Companies Act, a resolution under this agenda item requires a qualified majority of two-thirds of the votes cast and shares represented at the meeting.

It was noted that based on the authorisation granted in the Annual General Meeting on June 16, 2020, the Board of Directors had issued a total of 82,375 treasury shares as a part of the Company's long-term share-based incentive scheme.

It was recorded that 89,231,891 shares and votes, corresponding to 59.54% of all of the shares and votes in the Company, participated in the voting. The Board of Directors' proposal was supported by 87,911,858 votes and shares, corresponding to 98.68% of all of the votes cast and 98.52% of the shares represented under this agenda item. The Board of Directors' proposal was opposed by 1,172,538 votes and shares, corresponding to 1.32% of all of the votes cast and 1.31% of the shares represented under this agenda item. The number of shares that cast no votes, i.e. abstained, was 147,495.

The result of voting was attached to the minutes ([Appendix 17](#)).

Based on the result of voting, the general meeting resolved to authorise the Board of Directors to decide on the issuance of shares and the issuance of special rights entitling to shares in accordance with the Board of Director's proposal.

The chairperson noted that the matters listed in the notice convening the meeting had been discussed.

The chairperson noted that the minutes of the meeting will be available to the shareholders on the Company's website at the latest within two weeks from the general meeting, i.e. April 6, 2021.

The chairperson thanked all participants of the meeting and announced the meeting closed at 2:03 p.m.

*[Signature page to follow]*

In fide

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Pekka Jaatinen  
Chairperson

The minutes have been scrutinised and approved by:

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Rasmus Oksala  
General Counsel

## **APPENDICES**

Appendix 1	Notice convening the Annual General Meeting
Appendix 2	Announcement of the publication of the notice convening the meeting, Kauppalehti newspaper, March 3, 2021
Appendix 3	List of participants and list of votes
Appendix 4	Review by the President and CEO
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