



EVLI BANK PLC STOCK EXCHANGE RELEASE MARCH 9, 2020, AT 4.00 PM EST/EEST

## **Decisions taken by Evli Bank Plc's Annual General Meeting and Board of Directors on March 9, 2020**

Evli Bank Plc's Annual General Meeting on March 9, 2020 approved the financial statements and discharged the members of the Board of Directors and the company's CEO from liability for the financial year 2019. The Meeting approved the Board of Directors' proposal to pay a dividend of EUR 0.66 per share. The dividend will be paid to shareholders who are recorded in the company's shareholder register maintained by Euroclear Finland Ltd. The record date is March 11, 2020. The dividend will be paid on March 18, 2020.

The Annual General Meeting approved the remuneration policy for governing bodies.

### **The ratio between fixed and variable remuneration of management and key personnel**

The Annual General Meeting decided that the amount of variable remuneration paid to a person employed by Evli may exceed 100 percent of the total fixed annual remuneration of the person, subject to the conditions described below. However, the variable remuneration component shall not exceed 200 percent of the total annual fixed remuneration of the recipient.

An individual's short-term (one-year earnings criterion) variable remuneration may not exceed 100 percent of an individual's annual fixed remuneration. However, the combination of short-term variable remuneration and long-term commitment plan payments may exceed 100 percent of the individual's annual fixed remuneration. However, the aggregate of short-term variable remuneration and long-term commitment plan payments may not exceed 200 percent of the individual's annual fixed remuneration.

The maximum variable remuneration applies to the remuneration of approximately thirty (30) persons, that is, senior management and certain key personnel. The variable remuneration is not used to compensate the Board of Directors. The maximum variable remuneration applies until further notice.

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

The Annual General Meeting decided that the Board of Directors will consist of six (6) members. The following people were re-elected to the Board of Directors: Henrik Andersin, Fredrik Hacklin, Sari Helander, Robert Ingman, Mikael Lilius and Teuvo Salminen.

It was decided that the following remuneration shall be paid to the members of the Board of Directors: EUR 5,000.00 per month to the Members of the Board, EUR 6,000.00 per month to the Chairmen of the Board Committees and EUR 7,500.00 per month to the Chairman of the Board.

The auditing firm PricewaterhouseCoopers Oy was elected as the company's auditor and Jukka Paunonen, Authorized Public Accountant, as the principally responsible auditor. The auditor shall be paid remuneration according to a reasonable invoice approved by the company.



### **Authorizing the Board of Directors to decide on the repurchase of the company's own shares**

The Annual General Meeting authorized the Board of Directors to decide on the repurchase of the company's own series A and series B shares in one or more lots as follows:

The total number of own series A shares to be repurchased may be a maximum of 1,516,088 shares, and the total number of own series B shares to be repurchased may be a maximum of 874,055 shares. The number of shares represents approximately 10 percent of all the shares of the company on the date of the Notice of the Annual General Meeting.

Based on the authorization, the company's own shares may only be repurchased with unrestricted equity.

The company's own shares may be repurchased at the price formed for series B shares in public trading or at the price otherwise formed on the market on the purchase day.

The Board of Directors will decide how the company's own shares will be repurchased. Financial instruments such as derivatives may be used in the purchasing. The company's own shares may be repurchased in other proportion than the shareholders' proportional shareholdings (private purchase). Shares may be repurchased through public trading at the prevailing market price formed for the B-shares in public trading on the Nasdaq Helsinki Oy on the date of repurchase.

The authorization will replace earlier unused authorizations to repurchase the company's own shares. The authorization will be in force until the next Annual General Meeting but no later than until June 30, 2021.

### **Authorizing the Board of Directors to decide on the issuance of shares as well as the issuance of options and other special rights entitling to shares**

The Annual General Meeting authorized the Board of Directors to decide on the issuance of shares and special rights entitling to shares pursuant to chapter 10, section 1, of the Companies Act in one or more lots, for a fee or free of charge.

Based on the authorization, the number of shares issued or transferred, including shares received based on special rights, may total a maximum of 2,390,140 series B shares. The number of shares represents approximately 10 percent of all the shares of the company on the date of the Notice of the Annual General Meeting. Of the above-mentioned total number, however, a maximum of 239,014 shares may be used as part of the company's share-based incentive schemes, representing approximately 1 percent of all the shares of the company on the date of the Notice of the Annual General Meeting.

The authorization will entitle the Board of Directors to decide on all the terms and conditions related to the issuing of shares and special rights entitling to shares, including the right to deviate from the shareholders' pre-emptive subscription rights. The Board of Directors may decide to issue either new shares or any own shares in the possession of the company.



The authorization will replace earlier unused authorizations concerning the issuance of shares as well as the issuance of options and other special rights entitling to shares. The authorization will be in force until the end of the next Annual General Meeting but no longer than until June 30, 2021.

The minutes of the meeting will be available on [www.evli.com/agm](http://www.evli.com/agm) as of March 23, 2020 at the latest.

### **Decisions by the Board of Directors**

The organizational meeting of the Board of Directors elected from among its members Henrik Andersin as its Chairman and Mikael Lilius as its Vice Chairman.

Teuvo Salminen was elected Chairman and Sari Helander and Robert Ingman as members of the Audit Committee. Mikael Lilius was elected as Chairman and Henrik Andersin and Fredrik Hacklin as members of the Compensation Committee.

Fredrik Hacklin, Sari Helander, Mikael Lilius and Teuvo Salminen are independent of both the company and of significant shareholders.

EVLI BANK PLC

### **For additional information, please contact:**

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### **Evli Bank Plc**

Evli is a bank specialized in investments that helps institutions, corporations and private persons increase their wealth. The product and service offering includes mutual funds, asset management and capital markets services, alternative investment products, equity research, administration of incentive programs and Corporate Finance services. The company also offers banking services that support clients' investment operations. Evli is the highest ranked and most used institutional asset manager in Finland\*.

Evli has a total of EUR 14.3 billion in client assets under management (net 12/2019). The Evli Group's equity capital totals EUR 81.8 million and its BIS capital adequacy ratio is 15.1 percent (December 31, 2019). The company has around 250 employees. Evli Bank Plc's B shares are listed on Nasdaq Helsinki Ltd.



\*KANTAR SIFO Prospera External Asset Management Finland 2015, 2016, 2017, 2018, 2019 and SFR Scandinavian Financial Research Institutional Investment Services, Finland 2015, 2016, 2017, 2018.

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