

Decisions of Atria Plc's Annual General Meeting

Atria Plc's Annual General Meeting was held today in Helsinki at the Finlandia Hall. The General Meeting adopted the financial statements and the consolidated financial statements for the financial year of 1 January to 31 December 2018 and discharged the members of the Supervisory Board and the Board of Directors, as well as the CEO from liability for the financial period which ended on 31 December 2018.

Dividend of EUR 0.40 per share

The General Meeting resolved that a dividend of EUR 0.40 per share be distributed for the financial period which ended on 31 December 2018. Dividend is paid to a shareholder entered in the Company's shareholder register kept by Euroclear Finland Ltd on the record date for the payment of the dividend. The record date is 30 April 2019 and the date of payment is 8 May 2019.

Composition and remuneration of the Supervisory Board

The General Meeting resolved that the composition of the Supervisory Board be as follows:

Member	Term ends
Juho Anttikoski	2022
Mika Asunmaa	2022
Lassi-Antti Haarala	2021
Jyrki Halonen	2022
Jussi Hantula	2021
Veli Hyttinen	2020
Pasi Ingalsuo	2020
Jussi Joki-Erkkilä	2021
Marja-Liisa Juuse	2021
Jukka Kaikkonen	2022
Juha Kiviniemi	2020
Ari Lajunen	2021
Juha Nikkola	2022
Mika Niku	2021
Pekka Ojala	2020
Heikki Panula	2022
Risto Sairanen	2020
Ola Sandberg	2021
Timo Tuhkasaari	2020
Juho Anttikoski	2022

19 members in total

The General Meeting resolved that the remuneration of the members of the Supervisory Board be kept at the same level as in 2018. The fees are: the meeting compensation is EUR 250 per meeting and the compensation for loss of working time is EUR 250 for meeting and proceeding dates, the fee of the Chairman of the Supervisory Board is EUR 1,500 a month, the fee of the Deputy Chairman is EUR 750 a month, and travelling expenses are compensated in accordance with the Company's travel policy.

Composition and remuneration of the Board of Directors

The General Meeting resolved that the Board of Directors consist of eight (8) members. The members who were due to resign, Nella Ginman-Tjeder, Pasi Korhonen and Jyrki Rantsi, were re-elected as members of the Board of Directors for the term of the next three years.

It was noted that Nella Jukka Moisio, Seppo Paavola, Kjell-Göran Paxal, Ahti Ritola and Harri Sivula will continue as members of the Board of Directors. Seppo Paavola and Jukka Moisio are due to resign from the Board of Directors at the closing of the Annual General Meeting 2020, and Kjell-Göran Paxal, Ahti Ritola and Harri Sivula are due to resign from the Board of Directors at the closing of the Annual General Meeting 2021.

The General Meeting resolved that the remuneration of the members of the Board of Directors be kept at the same level as in 2018. The fees are: the meeting compensation is EUR 300 per meeting, the compensation for loss of working time is EUR 300 for meeting and proceeding dates, the fee of the Chairman of the Board of Directors is EUR 4,700 a month, the fee of the Deputy Chairman is EUR 2,500 a month, the fee of a member of the Board of Directors is EUR 2,000 a month, and travelling expenses are compensated in accordance with the Company's travel policy.

Election and remuneration of Auditor

The General Meeting resolved, in accordance with the proposal of the Board of Directors, to elect PricewaterhouseCoopers Oy, a firm of authorised public accountants, as the Company's auditor for a term expiring at the closing of the next Annual General Meeting. The audit firm has notified that the auditor in charge is Samuli Perälä, Authorised Public Accountant. The General Meeting further resolved that the remuneration to the auditor shall be paid as per an invoice approved by the Company.

Acquisition of the Company's own shares

The General Meeting resolved, in accordance with the proposal of the Board of Directors, to authorise the Board of Directors to resolve on the acquisition of a maximum of 2,800,000 of the Company's own series A shares in one or more instalments with funds belonging to the Company's unrestricted equity, subject to the provisions of the Finnish Companies Act on the maximum amount of treasury shares. The Company's own series A shares may be acquired for use as consideration in any acquisitions or other arrangements relating to the Company's business, to finance investments, as part of the Company's incentive scheme, to develop the Company's capital structure, to be otherwise further transferred, to be retained by the Company, or to be cancelled.

The shares shall be acquired in a proportion other than that of the shareholders' current shareholdings in the Company in public trading arranged by Nasdaq Helsinki Ltd at the trading price of the moment of acquisition. The shares shall be acquired and paid according to the rules of Nasdaq Helsinki Ltd and Euroclear Finland Ltd. The Board of Directors was authorised to decide on the acquisition of own shares in all other respects.

The authorisation cancels the authorisation granted by the Annual General Meeting on 26 April 2018 to the Board of Directors to decide on the acquisition of the Company's own shares and is valid until the closing of the next Annual General Meeting, however, no longer than until 30 June 2020.

Issuance of shares and special rights entitling to shares

The General Meeting resolved, in accordance with the proposal of the Board of Directors, to authorise the Board of Directors to resolve on an issue of a maximum total of 5,500,000 new series A shares or series A shares possibly held by the Company, in one or more instalments, by issuing shares and/or option rights or other special rights entitling to shares, referred to in Chapter 10, Section 1 of the Finnish Companies Act. The authorisation can be used for the financing or execution of any acquisitions or other arrangements or investment relating to the Company's business, for the implementation of the Company's incentive scheme or for other purposes subject to the Board of Directors' decision.

The authorisation includes the Board of Directors' right to decide on any terms and conditions of the share issue and the issue of special rights referred to in Chapter 10, Section 1 of the Finnish Companies Act. The authorisation thus also includes the right to issue shares in a proportion other than that of the shareholders' current shareholdings in the Company under the conditions provided in law, the right to issue shares against payment or without charge as well as the right to decide on a share issue without payment to the Company itself, subject to the provisions of the Finnish Companies Act on the maximum amount of treasury shares.

The authorisation cancels the authorisation granted by the Annual General Meeting on 26 April 2018 to the Board of Directors, and is valid until the closing of the next Annual General Meeting, however, no longer than until 30 June 2020.

Donations

The General Meeting resolved, in accordance with the proposal of the Board of Directors, to authorise the Board of Directors to resolve on a donation of up to EUR 100,000 to support activities of colleges, universities, or other educational institutions.

ATRIA PLC
Juha Gröhn
CEO

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