

ANNUAL GENERAL MEETING OF STORA ENSO OYJ

Date: 4 June 2020 at 4.00 p.m.

Place Stora Enso Oyj Head Office, Kanavaranta 1, Helsinki

Present: The Board of Directors of Stora Enso has by virtue of Section 2, Subsection 3 of the temporary legislative act 290/2020 to limit the spread of the Covid-19 pandemic ("Temporary Act"), resolved that the company's shareholders and their proxy representatives may participate in the meeting and exercise shareholder rights only through voting in advance as well as by making counterproposals and presenting questions in advance.

The shareholders set out in the list of votes (Appendix C 5 § - 4 June 2020) adopted at the meeting were represented at the meeting.

Present at the meeting were all the members of the Board of Directors, President and CEO Ms. Annica Bresky, CFO Mr. Seppo Parvi, Executive Vice President, Legal Mr. Per Lyrvall (all above mentioned via remote access), Legal Counsel Ms. Micaela Thorström, Chairman of the Annual General Meeting Mr. Manne Airaksinen and the person to confirm the minutes and to verify the counting of votes Mr. Seppo Kymäläinen.

In addition, the representative of the company's annual general meeting registration and voting service provider Euroclear Finland Oy, Jarkko Heinonen, and the company's principally responsible auditor Samuli Perälä attended by telephone.

1 §

OPENING OF THE MEETING

The Chairman of the Board of Directors, Mr. Jorma Eloranta, opened the meeting. It was recorded that the greetings of the Chair of the Board of Directors to the shareholders was published on the Company's website on the day of the Annual General Meeting.

2 §

CALLING THE MEETING TO ORDER

Manne Airaksinen, attorney-at-law, acted as the Chairman of the Annual General Meeting in accordance with the notice to the Annual General Meeting and he called Legal Counsel Michaela Thorström to act as secretary.

It was recorded that the Board of Directors' and Shareholders' Nomination Board's proposals to the Annual General Meeting had been published by stock exchange releases on 29 April 2020 as well as on the Company's website on 29 April 2020.

The Chairman noted that in order to guarantee the health and safety of the Company's shareholders, personnel and other stakeholders, the Company has resolved to arrange the General Meeting in accordance with Section 2, Subsection 3 of the Temporary Act so that the Company's shareholders and their proxy representatives may participate in the meeting only through voting in advance as well as by making counterproposals and presenting questions in advance.

It was recorded that by the deadline on 5 May 2020 at 4 p.m. (EEST) no counterproposals by shareholders were made. Shareholders have had the right to present questions to the Company's management referred to in Chapter 5, Section 25 of the Companies Act by 19 May 2020 and they have been answered on the Company's website by 26 May 2020.

As participation in the Annual General Meeting has been possible only in advance, all agenda items have been subject to voting. The Chairman noted in addition that in accordance with the Temporary Act it has been possible to oppose the proposals in all agenda items without making a counterproposal. A summary of the votes cast in the advance voting conducted by Euroclear Finland Ltd was appended to the minutes.

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The Chairman noted that a shareholder may have refrained from providing a proper voting instruction in each particular agenda item, in which case such shareholder has not been recorded to have been represented at the General Meeting in that specific agenda item. Therefore, the number of shareholders and shares represented in each agenda item is not the same.

It was recorded that in addition to the Companies Act and the Temporary Act as well as the government bill thereto, company practice and recommendations of the Advisory Board of Finnish Listed Companies were adhered to in terms of the meeting arrangements. It was recorded that to the Company's or Euroclear Finland Oy's knowledge no technical or other issues or uncertainties had arisen regarding the advance voting or meeting arrangements in general, and that the shareholders' right to participate and the validity of counting of the votes had been able to be clarified in a manner equivalent to the processes complied with in a normal General Meeting.

3 §

ELECTION OF PERSON TO CONFIRM THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES

Seppo Kymäläinen, attorney-at-law, acted as the person to confirm the minutes and to supervise the counting of votes in accordance with the notice to the Annual General Meeting.

4 §**RECORDING THE LEGALITY OF THE MEETING**

It was recorded that the notice to the meeting had been published on the Company's website and through a stock exchange release on 29 April 2020. In addition, the notice to the meeting was published on 4 May 2020 in the Finnish newspapers Helsingin Sanomat ja Hufvudstadsbladet, in the Swedish newspapers Svenska Dagbladet and Dagens Nyheter as well as in the Financial Times newspaper.

It was recorded that no considerations were presented to the Company regarding the legality of the meeting in the procedure concerning the Annual General Meeting.

It was recorded that the Annual General Meeting had been convened in accordance with the articles of association, the Companies Act and the Temporary Act and that the meeting therefore constituted a quorum.

The notice to the meeting, including the proposals by the Board of Directors and the Shareholders' Nomination Board, was appended to the minutes.

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5 §**RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES**

The list recording the shareholders who had voted in advance within the advance voting period either in person or by proxy, and who have the right to participate the General Meeting pursuant to Chapter 5, Sections 6 and 6 a of the Companies Act, was presented. It was recorded that 2 488 shareholders, representing 161 082 047 A shares and 306 867 726 R shares, in total 191 768 152 votes, had participated in the advance voting.

The attendance status and list of votes was appended to the minutes. It was recorded that the advance votes delivered to the Company will be kept separately from the minutes.

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6 §**PRESENTATION OF THE ANNUAL ACCOUNTS, THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITOR'S REPORT FOR THE YEAR 2019**

It was recorded that as participation in the Annual General Meeting has been possible only in advance, the Company's financial statements and annual report published on 13 February 2020, including the report of the Board of Directors and the auditor's report, and which have been available on the Company's website, are deemed to have been presented to the Annual General Meeting. The principally responsible auditor of the company, Authorised Public Accountant Samuli Perälä, confirmed the contents of the auditor's report.

The annual accounts were appended to the minutes.

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It was further recorded that the review by the President and CEO, Annica Bresky, of the Company's business during the financial year between 1 January 2019 and 31 December 2019 as well as the ongoing year, was published on the Company's website on the day of the Annual General Meeting.

The review of the President and CEO was appended to the minutes:

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7 §

ADOPTION OF THE ANNUAL ACCOUNTS

It was recorded that the Board of Directors had proposed to the Annual General Meeting that the annual accounts be adopted, and that the Auditor of the Company had supported the adoption of the annual accounts.

It was recorded that 161 082 047 A-shares and 306 865 276 R-shares, in total 191 767 907 votes, representing 59.34 percent of all shares and 80.75 percent of all votes in the Company, participated in the voting. For the adoption of the annual accounts 191 010 267 votes were cast, representing 99.62 percent of the total votes cast and against the adoption of the annual accounts 731 840 votes were cast, representing 0.38 percent of the total votes cast. 5 A-shares and 254 581 R-shares were represented in the agenda item but abstained from casting a vote.

Based on the voting results, the Annual General Meeting adopted the annual accounts for the financial year 1 January 2019 – 31 December 2019, in accordance with the proposal by the Board of Directors.

8 §

RESOLUTION ON THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND THE PAYMENT OF DIVIDEND

It was recorded that according to the annual accounts per 31 December 2019, the parent Company's distributable funds amounted to EUR 1 309 630 306.42, including the profit for the financial period of EUR 230 302 677.26.

It was recorded that The Board of Directors had proposed to the Annual General Meeting that a dividend of EUR 0.15 per share be distributed on the basis of the balance sheet adopted for the year 2019.

In accordance with the proposal of the Board of Directors the dividend shall be paid to shareholders who on the record date of the dividend payment, Monday 8 June 2020, are recorded in the shareholders' register maintained by Euroclear Finland Oy or in the separate register of shareholders maintained by Euroclear Sweden AB for Euroclear Sweden registered shares or the register maintained by Citibank N.A. Dividends payable for Euroclear Sweden registered shares will be forwarded by Euroclear Sweden AB and paid in Swedish crown. Dividends payable to ADR holders will be forwarded by Citibank N.A. and paid in US dollars. The dividend would be paid on or about Monday 15 June 2020.

It was also recorded that the Board of Directors had proposed to the Annual General Meeting that the Annual General Meeting would authorise the Board of Directors to decide at its discretion on the payment of dividend up to a maximum of EUR 0.35 per share. A resolution on the distribution of a dividend would be made at a later stage when it is possible to make a more reliable estimate on the impacts of the Covid-19 pandemic on Stora Enso's business and liquidity. Based on the authorisation, it would also be possible to resolve on distributing the dividend in one or several instalments.

The authorisation would be valid until the beginning of the next Annual General Meeting. The Company will publish possible resolutions of the Board of Directors on dividend payments and confirm the record and payment dates of the dividend payments in connection with such resolutions. The dividend paid based on the authorisation would be paid to shareholders who on the record date of the dividend payment in question are recorded in the shareholders' register maintained by Euroclear Finland Oy or in the separate register of shareholders maintained by Euroclear Sweden AB for Euroclear Sweden registered shares.

It was recorded that 161 082 047 A shares and 306 867 726 R shares, in total 191 768 152 votes, representing 59.34 percent of all shares and 80.75 of all votes in the Company, participated in the voting. For the proposal of the Board of Directors 191 680 888 votes were cast, representing 99.96 percent of the total votes cast, and against the proposal of the Board of Directors 75 042 votes were cast, representing 0.04 percent of the total votes cast. 118 816 R shares were represented in the agenda item but abstained from casting a vote.

Based on the voting results, the Annual General Meeting decided in accordance with the proposal of the Board of Directors, that a dividend of EUR 0.15 per share would be paid from the parent Company's distributable funds, and that the record date for the payment is 8 June 2020 and the dividend payment date is on or about 15 June 2020. Further, the Annual General Meeting decided in accordance with the proposal of the Board of Directors to authorise the Board of Directors to decide at its discretion on the payment of dividend up to a maximum of EUR 0.35 per share.

9 §**RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE CEO FROM LIABILITY FOR THE FINANCIAL PERIOD 1 JANUARY 2019 – 31 DECEMBER 2019**

It was recorded that all discharge of liability positions for the financial period 1 January 2019 – 31 December 2019 concerned all the members of the Board of Directors as well as the CEO who acted in their positions during the said financial period. These persons are:

Jorma Eloranta, Chair of the Board of Directors,
Hans Stråberg, Vice Chair of the Board of Directors,
Anne Brunila, member of the Board of Directors (until 14 March 2019),
Elisabeth Fleuriot, member of the Board of Directors ,
Hock Goh, member of the Board of Directors ,
Christiane Kuehne, member of the Board of Directors ,
Antti Mäkinen, member of the Board of Directors ,
Richard Nilsson, member of the Board of Directors ,
Göran Sandberg, member of the Board of Directors ,and
Mikko Helander, member of the Board of Directors (as of 14 March 2019)

as well as

Karl-Henrik Sundström, President and CEO (until 31 November 2019), and
Annica Bresky, President and CEO (as of 1 December 2019).

It was recorded that 161 080 897 A-shares and 306 836 352 R-shares, in total 191 763 866 votes, representing 59.33 percent of all shares and 80.75 of all votes in the Company, participated in the voting. For the discharge from liability 190 720 459 votes were cast, representing 99.56 percent of the total votes cast, and against the discharge from liability 835 037 votes were cast, representing 0.44 percent of the total votes cast. 5 A-shares and 2 080 334 R-shares were represented in the agenda item but abstained from casting a vote.

Based on the voting results, the Annual General Meeting decided to discharge the above members of the Board of Directors and the CEO from liability.

10 §**PRESENTATION OF THE REMUNERATION POLICY**

It was recorded that as participation in the Annual General Meeting has been possible only in advance, the company's remuneration policy published by a stock exchange release on 30 January 2020, which has been available on the company's website, is deemed to have been presented to the Annual General Meeting.

The remuneration policy was appended to the minutes.

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It was recorded that 161 082 047 A shares and 306 865 276 R shares, in total 191 767 907 votes, representing 59.34 percent of all shares and 80.75 of all votes in the Company, participated in the voting. For the remuneration policy 189 643 632 votes were cast, representing 98.91 percent of the total votes cast, and against the remuneration policy 2 081 121 votes were cast, representing 1.09 percent of the total votes cast. 5 A shares and 428 118 R shares were represented in the agenda item but abstained from casting a vote.

Based on the voting results it was recorded that the Annual General Meeting decided to support the presented remuneration policy. It was recorded that no considerations were presented to the Company regarding the remuneration policy in the procedure concerning the Annual General Meeting.

11 §

RESOLUTION ON THE REMUNERATION FOR THE MEMBERS OF THE BOARD OF DIRECTORS

It was recorded that the Shareholders' Nomination Board had, as disclosed on 15 January 2020, proposed to the Annual General Meeting, that the annual remuneration for the Chair, Vice Chair and members of the Board of Directors be increased by approximately 2.5–3 percent and be paid as follows:

for the Chair of the Board of Directors EUR 197 000,
for the Vice Chair of the Board of Directors EUR 112 000, and
for other members of the Board of Directors EUR 76 000 each.

The annual remuneration for the members of the Board of Directors shall be paid in Company shares and cash so that 40% will be paid in Stora Enso R shares to be purchased on the Board members' behalf from the market at a price determined in public trading, and the rest in cash. The shares will be purchased within two weeks from the AGM or as soon as possible in accordance with applicable legislation. The Company will pay any costs and transfer tax related to the purchase of Company shares.

It was recorded that the Shareholders' Nomination Board had further proposed that the annual remuneration for the members of the Financial and Audit Committee, the Remuneration Committee and the Sustainability and Ethics Committee be increased by approximately 2.5–3 percent and be paid as follows:

for the Chair of the Financial and Audit Committee EUR 21 200, and
for the members of the Financial and Audit Committee EUR 14 800 each,

for the Chair of the Remuneration Committee Eur 10 600, and
for the members of the Remuneration Committee Eur 6 400.

for the Chair of the Sustainability and Ethics Committee EUR 10 600, and
for the Chair of the Sustainability and Ethics Committee EUR 6 400 each.

The proposal by the Shareholders' Nomination Board was appended to the minutes.

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It was recorded that 161 080 897 A shares and 306 836 352 R shares, in total 191 763 866 votes, representing 59.33 percent of all shares and 80.75 of all votes in the Company, participated in the voting. For the proposal of the Shareholders' Nomination Board 190 415 190 votes were cast, representing 99.30 percent of the total votes cast, and against the proposal of the Shareholders' Nomination Board 1 333 897 votes were cast, representing 0.70 percent of the total votes cast. 5 A shares and 144 369 R shares were represented in the agenda item but abstained from casting a vote.

Based on the voting result the Annual General Meeting resolved that the remuneration for the members of the Board of Directors be paid in accordance with the proposal of the Shareholders' Nomination Board.

12 §

RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS

It was noted that, according to the Articles of Association, the number of members of the Board of Directors shall be not less than six (6) and not more than eleven (11). The current number of members of the Board of Directors is nine (9).

It was recorded that the Shareholders' Nomination Board had proposed to the Annual General Meeting that the Board of Directors shall have nine (9) members.

It was recorded that 161 082 047 A shares and 306 865 276 R shares, in total 191 767 907 votes, representing 59.34 percent of all shares and 80.75 of all votes in the Company, participated in the voting. For the proposal of the Shareholders' Nomination Board 191 755 254 votes were cast, representing clearly more than 99.99 percent of the total votes cast, and against the proposal of the Shareholders' Nomination Board 6 375 votes were cast, representing below 0.01 percent of the total votes cast. 59 401 R shares were represented in the agenda item but abstained from casting a vote.

Based on the voting result the Annual General Meeting resolved, in accordance with the proposal of the Shareholders' Nomination Board, that the number of members of the Board of Directors shall be nine (9).

13 §

ELECTION OF CHAIR, VICE CHAIR AND OTHER MEMBERS OF THE BOARD OF DIRECTORS

It was noted that, according to the Articles of Association, the members of the Board of

Directors are elected for a term of office of one year commencing at the Annual General Meeting at which they are elected and expiring at the end of the following Annual General Meeting.

It was recorded that the Shareholders' Nomination Board had proposed to the Annual General Meeting that Jorma Eloranta, Elisabeth Fleuriot, Hock Goh, Mikko Helander, Christiane Kuehne, Antti Mäkinen, Richard Nilsson and Hans Stråberg would be re-elected as members of the Board of Directors for a term of office expiring at the end of the next Annual General Meeting, and that Håkan Buskhe would be elected as a new member of the Board of Directors for the same period of time.

It was recorded that the Shareholders' Nomination Board had further proposed that Jorma Eloranta be elected Chair and Hans Stråberg be elected Vice Chair of the Board of Directors.

It was recorded that 161 082 047 A shares and 306 860 978 R shares, in total 191 767 478 votes, representing 59.34 percent of all shares and 80.75 of all votes in the Company, participated in the voting. For the proposal of the Shareholders' Nomination Board 174 524 960 votes were cast, representing 91.27 percent of the total votes cast, and against the proposal of the Shareholders' Nomination Board 16 692 922 votes were cast, representing 8.73 percent of the total votes cast. 5 A shares and 5 492 984 R shares were represented in the agenda item but abstained from casting a vote.

Based on the voting result the Annual General Meeting resolved to elect the persons proposed by the Shareholders' Nomination Board (Jorma Eloranta, Elisabeth Fleuriot, Hock Goh, Mikko Helander, Christiane Kuehne, Antti Mäkinen, Richard Nilsson, Hans Stråberg ja Håkan Buskhe) as members of the Board of Directors and to elect Jorma Eloranta as Chair and Hans Stråberg as Vice Chair of the Board.

14 §

RESOLUTION ON THE REMUNERATION FOR THE AUDITOR

It was recorded that the Board of Directors had proposed to the Annual General Meeting that the remuneration of the auditor to be elected be paid against an invoice approved by the Financial and Audit Committee.

It was recorded that 161 081 847 A shares and 306 865 276 R shares, in total 191 767 707 votes, representing 59.34 percent of all shares and 80.75 of all votes in the Company, participated in the voting. For the proposal of the Board of Directors 191 758 053 votes were cast, representing clearly more than 99.99 percent of the total votes cast, and against the proposal of the Board of Directors 5 351 votes were cast, representing below 0.01 percent of the total votes cast. 39 616 R shares were represented in the agenda item but abstained from casting a vote.

Based on the voting result the Annual General Meeting resolved, in accordance with the proposal by the Board of Directors, that the remuneration of the auditor to be elected be paid against an invoice approved by the Financial and Audit Committee.

15 § ELECTION OF AUDITOR

It was recorded that, according to the Articles of Association, the Company shall have one (1) auditor that must be an audit entity. In the previous financial period, PricewaterhouseCoopers Oy had acted as auditor of the Company with Authorised Public Accountant Samuli Perälä as its principally responsible auditor.

It was recorded that the Board of Directors, as recommended by the Financial and Audit Committee, had proposed to the Annual General Meeting that PricewaterhouseCoopers Oy be re-elected as auditor of the Company for a term of office expiring at the end of the next Annual General Meeting. The audit entity has informed that Authorised Public Accountant Samuli Perälä would act as its principally responsible auditor.

The proposal by the Board of Directors was appended to the minutes:

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It was recorded that 161 082 047 A shares and 306 865 276 R shares, in total 191 767 907 votes, representing 59.34 percent of all shares and 80.75 of all votes in the Company, participated in the voting. For the proposal of the Board of Directors 191 684 418 votes were cast, representing 99.96 percent of the total votes cast, and against the proposal of the Board of Directors 78 332 votes were cast, representing 0.04 percent of the total votes cast. 48 144 R shares were represented in the agenda item but abstained from casting a vote.

Based on the voting result, the Annual General Meeting resolved, in accordance with the proposal by the Board of Directors, that Authorised Public Accountants PricewaterhouseCoopers Oy be re-elected as auditor for a term of office expiring at the end of the next Annual General Meeting.

16 § AUTHORISING THE BOARD OF DIRECTORS TO DECIDE ON THE REPURCHASE OF THE COMPANY'S OWN SHARES

It was recorded that the Board of Directors had proposed to the Annual General meeting that the Board of Directors be Authorised to decide on the repurchase of Stora Enso R shares as follows:

The amount of R shares to be repurchased based on the authorisation shall not exceed 2 000 000 shares, which corresponds to approximately 0.25% of all shares and 0.33% of all R shares in the Company. Own shares can be repurchased otherwise than in proportion to the shareholdings of the shareholders (directed repurchase). Own shares can be

repurchased using the unrestricted equity of the Company at a price formed in public trading on the date of the repurchase or otherwise at a price determined by the markets.

Own shares may be repurchased primarily in order to use the shares as part of the Company's incentive and remuneration scheme. The repurchased shares may be held for reissue, canceled or transferred further.

The Board of Directors decides on all other matters related to the repurchase of own shares. The authorisation is effective until the beginning of the next AGM, however, no longer than until 31 July 2021.

It was recorded that 161 082 047 A shares and 306 865 276 R shares, in total 191 767 907 votes, representing 59.34 percent of all shares and 80.75 of all votes in the Company, participated in the voting. For the proposal of the Board of Directors 191 307 266 votes were cast, representing 99.76 percent of the total votes cast, and against the proposal of the Board of Directors 455 060 votes were cast, representing 0.24 percent of the total votes cast. The proportion of A shares that voted for the proposal of the Board of Directors represented clearly more than 99.99 percent of A shares represented in the agenda item and the proportion of R shares that voted for the proposal of the Board of Directors represented 98.50 percent of R shares represented in the agenda item. 5 A shares and 52 361 R shares were represented in the agenda item but abstained from casting a vote.

Based on the voting result, the Annual General Meeting resolved to authorise the Board of Directors to decide on the repurchase of the Company's shares in accordance with the proposal of the Board of Directors.

17 §

AUTHORISING THE BOARD OF DIRECTORS TO DECIDE ON THE ISSUANCE OF SHARES

It was recorded that the Board of Directors had proposed to the Annual General Meeting that the Board of Directors be authorised to decide on the issuance of Stora Enso R shares on the following terms:

The amount of shares to be issued based on the authorisation shall not exceed a total of 2 000 000 R shares, corresponding to approximately 0.25% of all shares and 0.33% of all R shares. The authorisation covers both the issuance of new shares as well as the transfer of own shares held by the Company.

The issuance of shares may be carried out in deviation from the shareholders' pre-emptive rights for the purpose of using the shares as part of the Company's incentive and remuneration scheme.

The Board shall decide on other terms and conditions of a share issue. The authorisation shall remain in force until 31 July 2021 and it revokes the authorisation given by the AGM on 14 March 2019.

It was recorded that 161 082 047 A shares and 306 865 276 R shares, in total 191 767 907 votes, representing 59.34 percent of all shares and 80.75 of all votes in the Company, participated in the voting. For the proposal of the Board of Directors 191 717 393 votes were cast, representing 99.98 percent of the total votes cast, and against the proposal of the Board of Directors 44 781 votes were cast, representing 0.02 percent of the total votes cast. 467 447 247 shares voted for the proposal of the Board of Directors, representing approximately 99.89 percent of the total shares represented in the agenda item, and 446 176 shares voted against the proposal of the Board of Directors, representing approximately 0.10 percent of the total shares represented in the agenda item. 5 A shares and 53 895 R shares were represented in the agenda item but abstained from casting a vote.

Based on the voting result the Annual General Meeting resolved to authorise the Board of Directors to decide on the issuance of shares in accordance with the proposal by the Board of Directors

18 § DECISION MAKING ORDER

It was recorded that the resolutions made at the Annual General Meeting were in each agenda item based on the votes cast in the advance voting conducted by Euroclear Finland Ltd in accordance with the Temporary Act and recorded in the minutes.

19 § CLOSING OF THE MEETING

The Chairman stated that all items on the agenda had been considered and that the minutes of the meeting would be available on the company's website on 18 June 2020 at the latest.

The Chairman announced the meeting closed at 4.31 p.m.

Chairman of the General Meeting:

MANNE AIRAKSINEN
Manne Airaksinen
Chairman

In fidem:

MICAELA THORSTRÖM
Micaela Thorström
Secretary

Confirmed and approved:

SEPPO KYMÄLÄINEN
Seppo Kymäläinen
Scrutiniser