



Proposals by Shareholders' Nomination Board of Fortum to the Annual General Meeting 2025

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The Shareholders' Nomination Board of Fortum has submitted its proposals to the Annual General Meeting 2025 to Fortum's Board of Directors. The Annual General Meeting is planned to be held on Tuesday 1 April 2025.

Members of the Board of Directors

The Shareholders' Nomination Board proposes that the number of the members of the Board of Directors of Fortum Corporation remain unchanged and consist of nine (9) members, the Chair and the Deputy Chair included. The Shareholders' Nomination Board proposes that the following persons be elected to the Board of Directors for a term ending at the end of the Annual General Meeting 2026:

Proposed to be re-elected as members:

Ralf Christian,
Luisa Delgado,
Jonas Gustavsson,
Marita Niemelä,
Teppo Paavola,
Mikael Silvennoinen,
Johan Söderström, and
Vesa-Pekka Takala.

Proposed to be elected as new member to the Board:

Stefanie Kesting

Mikael Silvennoinen is proposed to be elected as Chair and Jonas Gustavsson as Deputy Chair of the Board of Directors. Essimari Kairisto, who has been a Board member since 2018 and currently the Deputy Chair of the Board, is not available for election to the Board of Directors for the new term.

All candidates have consented to the appointment and all are independent of the company and its significant shareholders in accordance with the Finnish Corporate Governance Code for Listed Companies.

In accordance with the charter of the Shareholders' Nomination Board and the Corporate Governance Code applicable to companies listed at Nasdaq Helsinki, the task of the Nomination Board is to ensure that the proposed Board as a whole possesses extensive competences and experience relevant for the company, in addition to ensuring the qualifications of the individual board member candidates. The Nomination Board is also responsible for ensuring that board diversity principles are appropriately taken into account and

that the proposed Board composition also meets the other requirements set forth by the legislation and the Finnish Corporate Governance Code for Listed Companies. On the subject of the election procedure of the Board members, the Shareholders' Nomination Board suggests that the shareholders take a stand on the Board composition and nominations as a whole.

Remuneration of the Board of Directors

The proposal on the development of the remuneration of the Board of Directors of Fortum Corporation is linked to the program published as a stock exchange release on 29 January 2021, under which the aim is to bring the remuneration of the Board of Directors to market level by 2026. The Shareholders' Nomination Board annually submits its proposal to the Annual General Meeting for resolution in accordance with the charter of the Nomination Board.

Benchmark data prepared by an external advisor has been used in defining the market level. The aim has been to include the most relevant benchmark group possible consisting of companies listed in Helsinki but conducting their business globally.

The Shareholders' Nomination Board proposes, in addition to increasing the fixed annual fees, that the fixed fees for the Committee work, which previously have been in use, be discontinued, to streamline the remuneration structure, as further outlined below (the fees resolved by the Annual General Meeting 2024 shown in parentheses).

The Shareholders' Nomination Board proposes the following fixed annual fees to be paid to the Chair, Deputy Chair and the other members of the Board of Directors for the term starting at the end of the Annual General Meeting 2025 and ending at the end of the Annual General Meeting 2026:

- Board Chair: EUR 155,000 (currently EUR 128,200)
- Board Deputy Chair: EUR 85,000 (EUR 79,400),
- Committee Chairs: EUR 85,000 (EUR 79,400), in case that he/she does not simultaneously serve as Chair or Deputy Chair of the Board of Directors; and
- Board members: EUR 68,000 (EUR 56,800)

In 2024, the Chairs of the committees of the Board of Directors were each paid a fixed fee of EUR 22,600, and the members a fixed fee of EUR 5,400 for the Committee work, and with this proposal, these separate fees will be discontinued.

In addition, the Shareholders' Nomination Board proposes that the meeting fee payable to a Board member, also for the Committee meetings, be EUR 1,000 (EUR 1,000) for each meeting, or EUR 2,000 (EUR 2,000) in case the member travels to the meeting outside their country of residence. When a member participates in the meeting via remote connection, or for the decisions that are confirmed without convening a meeting, the meeting fee be EUR 1,000 (EUR 1,000). The travel expenses of Board members are compensated in accordance with the company's travel policy.

Further, the Shareholders' Nomination Board proposes that the annual fee for the Board work of the Board members be paid in company shares and in cash in such a way that approximately 40% of the amount of the annual fee be payable in shares acquired on behalf and in the name of the Board members, and the remainder in cash. The company will pay the costs and the transfer tax related to the purchase of the company shares.

The shares will be acquired on behalf and in the name of the Board members within two weeks following the publication of the company's first quarter 2025 interim report. If share purchases cannot be carried out within the aforementioned schedule due to a reason related to the company or a Board member, the shares will be acquired later, or the annual fee will be paid fully in cash. The meeting fees are proposed to be paid fully in cash.

Members of the Shareholders' Nomination Board

Maija Strandberg, Director General, Prime Minister's Office, Ownership Steering Department, serves as the Chair of the Shareholders' Nomination Board. The members of the Shareholders' Nomination Board are Jouko Pölonen, President and CEO of Ilmarinen Mutual Pension Insurance Company and Risto Murto, President and CEO of Varma Mutual Pension Insurance Company. Chair of Fortum Board of Directors Mikael Silvennoinen serves as expert to the Nomination Board without right to vote.

Fortum Corporation

Ingela Ulfves, Vice President, Investor Relations and Financial Communications

Additional information:

Maija Strandberg, Chair of the Shareholders' Nomination Board of Fortum, tel. +358 50 407 8423.

The CV of the proposed new Board member is attached to this release.

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Fortum

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