

## Shareholders' advance questions and managements' responses

### Question 1

What was the commercial rationale of the 2021 Extraordinary General Meeting resolution to obtain the ability to issue up to 100% of additional shares including the Board's right to derogate from pre-emptive subscription right of the shareholders? The financing or execution of acquisitions or other business arrangements, the strengthening of the balance sheet and financial position of the company, and/or the implementation of the company's share-based incentive plans clearly can't be sufficiently weighing economic reasons for such a significant change.

**Answer: Pursuant to the Combination Agreement entered into by the company and Spa Holdings 3 Oy, the company had an obligation to convene an EGM at the request of SPA Holdings 3 Oy to handle proposals prepared by SPA Holdings 3 Oy, as set out in the notice to the EGM. Questions regarding the rationale of the proposals to the EGM should be directed to SPA Holdings 3 Oy. It should, however, be noted, that the purposes of use set out in the authorization granted by the company's AGM in 2020 apply also to the authorization granted by the EGM, namely the financing or execution of acquisitions or other business arrangements, to strengthen the balance sheet and financial position of the company, for implementing the company's share-based incentive plans, or for other purposes.**

### Question 2

Does Hans Sohlström the CEO and President of Ahlstrom-Munksjö Oyj still have shares, options or other economic interest in Ahlstrom Capital Oy or did he own an economic interest in Ahlstrom Capital Oy during his tenure as CEO and President of Ahlstrom-Munksjö Oyj?

**Answer: No.**

### Question 3

What management projections about Ahlstrom-Munksjö Oyj's business, growth targets or other systematic value changes to Ahlstrom-Munksjö Oyj were included in the 5 year transformation plan that was agreed between the consortium and the company as noted in the public offer document published by Ahlstrom Invest BV on November 4, 2020 with respect to the offering of up to 44.3m new shares in Ahlstrom Invest BV against a contribution in kind consisting of shares in Ahlstrom-Munksjö Oyj?

**Answer: The reference to the company in the said document refers to Ahlstrom Invest BV and not Ahlstrom-Munksjö Oyj. The transformation plan referred to in the document relates to a transformation plan to be agreed to between the members of the consortium, and not with Ahlstrom-Munksjö Oyj, and hence Ahlstrom-Munksjö Oyj cannot comment on any such plan.**

### Question 4

Can you explain how the change of the CEO's 2020 STI scorecard target settings and weights in September 2020 (as published in the company's Remuneration Report 2020) which shifted the CEO's target away from "Group EBITDA" financial targets (reduction of the weight from 80% to

40%) to the “Public Tender Offer” (increase of the weight from 0% to 40%) is in line with the CEO’s main mandate to advance the financial growth and performance of the Ahlstrom-Munksjö Oyj for the benefit of all shareholders? Shifting the CEO’s remuneration target to the Public Tender Offer didn’t align the CEO’s performance target with his overall mandate.

**Answer: The Board of Directors had recommended the acceptance of the public tender offer as described in more detail in the Board of Directors’ statement regarding the public tender offer. Thus, the Board of Directors considered that proceeding with the public tender offer would be in the interest of all of the company’s shareholders.**

**Against this backdrop and as is customary in the context of Finnish public tender offers, an incentive element linked to the public tender offer was introduced for the President and CEO.**

#### **Question 5**

When did the Board of Directors of Ahlstrom-Munksjö Oyj first become aware of Ahlstrom Invest BV’s plan and its terms to initiate a share exchange whereby Ahlström family members and certain related entities were given the opportunity to receive shares in Ahlstrom Invest BV in exchange for Ahlstrom-Munksjö Oyj shares?

**Answer: The consortium contacted the Board of Directors of Ahlstrom-Munksjö Oyj in the beginning of August 2020. The share exchange plans were discussed from the beginning.**

#### **Question 6**

Why did the Board of Directors decide to suddenly deviate from Ahlstrom-Munksjö Oyj’s existing dividend policy and proposed to pay no dividend to its shareholders although the distributable funds on balance sheet of Ahlstrom-Munksjö Oyj as per December 31, 2020 amounted to EUR 901,057,524.65?

**Answer: The Board of Directors has full discretion over the dividend proposal. Due to the successful public tender offer and the subsequent measures, the company’s circumstances have changed from what they were, for example, at the time of the previous AGM. Under the prevailing conditions, the Board of Directors considers that the proposal included in the AGM notice was and is appropriate.**

#### **Question 7**

Please outline during what meetings the preliminary quarterly results for 2020 were discussed with the Board of Directors?

**Answer: Quarterly results are discussed within the Board of Directors prior to their release. The dates and agendas for individual meetings of the Board of Directors are not relevant for evaluating the matters to be dealt with at the AGM.**

#### **Question 8**

Please outline when exactly in December 2020 the 2021 budget discussions were held at the Board of Directors level as outlined on page 76 of Ahlstrom-Munksjö Oyj’s 2020 Annual & Sustainability Report published on February 25, 2021.

**Answer: The discussions on the budget were held in December 2020. The dates and agendas for individual meetings of the Board of Directors are not relevant for evaluating the matters to be dealt with at the AGM.**

#### **Question 9**

Please explain why did you cut back on quality and quantity of information about the next year's outlook in your 2020 Annual & Sustainability Report compared to previous years?

**Answer: The Company decided to suspend its full year earnings outlook as of 25 March 2020, and its quarterly earnings outlook in connection with the Financial Statements Release 2020. Therefore, there was no earnings outlook available to include in the Annual & Sustainability Report.**

#### **Question 10**

After years of high capital expenditures, the investment need of Ahlstrom-Munksjö Oyj going forward will be comparably limited ie the consortium acquired a well invested business. Why has this relevant aspect of Ahlstrom-Munksjö's businesses not been disclosed to and discussed with Ahlstrom-Munksjö shareholders in the statement of the Board of Directors of Ahlstrom-Munksjö Oyj regarding the voluntary public cash tender offer by Spa Holdings 3 Oy? Was this aspect discussed by the Fairness Opinion provider or the Board of Directors of Ahlstrom-Munksjö Oyj?

**Answer: Ahlstrom-Munksjö has regularly provided updates to the markets regarding capital expenditure and strategic investments. The Board of Directors' and the fairness opinion provider's valuation review was thorough and included a range of factors and valuation methodologies to ensure an appropriate and diligent process. The future investment needs were considered in that process.**

#### **Question 11**

S&P quotes Adjusted 2020 EBITDA of €412.6m in news coverage as basis for Ahlstrom-Munksjö's cross-border bond offering. How does this Adjusted 2020 EBITDA of €412.6m compare to reported comparable EBITDA of €334.2m communicated to equity holders? Why has the adjusted EBITDA of €412.6m not been communicated to and discussed with shareholders of Ahlstrom-Munksjö Oyj?

**Answer: The referenced bond was issued by Spa Holdings 3 Oy, not by Ahlstrom-Munksjö Oyj. The adjusted 2020 EBITDA figure referred to above was based on Spa Holdings 3 Oy's outside-in due diligence and business plan implementation. Questions regarding the bond offering should be directed to Spa Holdings 3 Oy.**

#### **Question 12**

How did the Board of Directors deal with the conflicts of interest which arose when UBS provided a fairness opinion with respect to the tender offer of the consortium and simultaneously acted as financial advisor to Ahlstrom-Munksjö whereby a substantial portion of the fee to UBS was contingent upon the successful consummation of the tender offer?

**Answer:** Under Finnish law, the Board of Directors of a listed company must issue a statement concerning a public tender offer that has been made on the listed company in question. When preparing and issuing the statement, the company's Board of Directors must act with due care and promote the interest of the company. In connection thereto, a company can use (and companies typically use) external advisors to support its decision-making. With respect to fairness opinions, Finnish market practice provides that the fairness opinion provider can also act as the company's financial advisor in connection with a transaction (as was the case in connection with the public tender offer concerning Ahlstrom-Munksjö Oyj). Furthermore, success fee arrangements as the one referred to in the question are also typically used in transactions of this type.

### **Question 13**

Antti Ahlström Perilliset Oy represented by Chairman Johannes Gullischen (a Board Member of Ahlstrom-Munksjö Oyj at the time) bought 242,373 Ahlstrom-Munksjö shares between Oct 30, 2020 and Nov 27, 2020 at €17.9 per share (as publicly disclosed as Managers' Transactions). Subsequently all these shares have been tendered into the Internal Reorganization (as defined on the tender offer document). How does Johannes Gullischen reconcile these transactions with his fiduciary duties as an Ahlstrom-Munksjö Oyj Board Member?

**Answer:** The shares were bought by Antti Ahlström Perilliset Oy. The background for the managers' transactions releases is that because Mr. Johannes Gullischen acted (at the time) as both the Chairman of Antti Ahlström Perilliset Oy and as a member of the Board of Directors of Ahlstrom-Munksjö Oyj, Ahlstrom-Munksjö Oyj had, as a listed company, an obligation to make public those transactions conducted by Antti Ahlström Perilliset Oy relating to the shares of Ahlstrom-Munksjö Oyj (notified by Antti Ahlstrom Perilliset Oy to Ahlstrom-Munksjö Oyj). As to Mr. Johannes Gullichsens relation to the public tender offer, it should be noted that he recused himself from all decision making in relation to the transaction.