

KESKO CORPORATION'S ANNUAL GENERAL MEETING
MINUTES NO. 1/2010

Place Fair Centre congress wing, Rautatieläisenkatu 3, Helsinki

Date 29 March 2010 at 13.00–15.15

Participants Shareholders
Representatives of 1,170 shareholders **Appendix 1**

Board members

Heikki Takamäki Chair
Esa Kiiskinen
Ilpo Kokkila
Mikko Kosonen
Maarit Näkyvä
Seppo Paatelainen
Rauno Törrönen

PricewaterhouseCoopers Oy

Johan Kronberg, the auditor with principal responsibility
Mikko Nieminen, APA

Those present also included members of the company's top management and technical staffs.

1. Opening of the meeting

Board Chair, Heikki Takamäki, welcomed the participants and opened the meeting. The Board Chair gave a speech, which is attached to the minutes. **Appendix 2**

2. Calling the meeting to order

Chief Judge Pekka Merilampi was elected as the Chair of the meeting. The Chair called Vice President, General Counsel Anne Leppälä-Nilsson to act as the secretary of the meeting. The Chair explained the confines of the meeting room, the visual and audio recording of the speeches for ensuring the accuracy of the minutes, and other instructions to the participants. The Chair noted that the items would be handled in the order in which they were listed on the agenda distributed to the participants.

3. Election of persons to scrutinise the minutes and to supervise the counting of votes

It was resolved to elect Pekka Harjanne and Toni Pokela as scrutinisers.

It was resolved to elect Anniina Isomäki and Heimo Välinen to supervise the counting of votes.

4. Recording the legality of the meeting

The Chair explained the provisions of the Limited Liability Companies Act and the Articles of Association concerning the convocation of the General Meeting and the availability of documents relating to the meeting.

The Chair noted that in its meeting on 4 February 2010, the company's Board of Directors had decided that Helsingin Sanomat and Kauppalehti are the newspapers, referred to in article 9 of the Articles of Association, in which the notices of General Meeting are published.

The Chair noted that the notice of meeting had been published in Helsingin Sanomat and Kauppalehti on 1 March 2010. The notice of meeting and the proposals of the Board and the Board's Audit Committee had also been available on the company's website.

Appendix 3

The Chair noted that the financial statements documents had been available on the company's website since 5 March 2010.

- **It was noted** that the meeting had been properly convened and that it had a quorum.

5. Recording the attendance at the meeting and adoption of the list of votes

The Chair explained the provisions of the Limited Liability Companies Act and the Articles of Association concerning shareholders' participation rights. The record date of the General Meeting had been 17 March 2010 and the registration had ended on 24 March 2010 at 16.00. Holders of nominee registered shares wishing to participate in the General Meeting had had to temporarily register in the register of the company's shareholders not later than 24 March 2010 at 10.00.

The Chair noted that, at the beginning of the meeting, there was an attendance of 1,170 representatives of shareholders included in the list of votes, representing 161,863,731 votes and 32,720,571 shares. The shares accounted for 33.26% of all shares and the votes 42.15% of all votes.

Appendix 1

The Chair noted that proxies of Nordea Bank Finland Plc, Skandinaviska Enskilda Banken AB (publ) Helsinki Branch and Svenska Handelsbanken AB (publ), Branch Operation in Finland,

representing holders of nominee registered shares, had in advance expressed their opinions about certain items on the General Meeting agenda to the company, and at the same time, had advised that they would not demand a vote on the issues whose draft resolutions their clients objected, or that they would abstain from voting.

They would settle with an appropriate record in the minutes at the relevant items, provided that the Chair could reliably ascertain that the majority required in each case was in favour of the draft resolution.

Appendix 4

- **It was noted** that the list of votes as at the beginning of the meeting would be attached to these minutes.

6. Review by the President and CEO

President and CEO Matti Halmesmäki gave a review of the Kesko Group operations. The slides he presented are attached to these minutes.

Appendix 5

The Chair opened the discussion on the review given by the President and CEO.

President and CEO Matti Halmesmäki answered shareholders' questions.

Board Chair Heikki Takamäki answered a question from a shareholder.

7. Presentation of the 2009 financial statements, the report of the Board of Directors and the auditors' report

Kesko Corporation's 2009 financial statements, report by the Board of Directors and the auditors' report were presented.

Appendices 6-7

The Chair noted that the original financial statements documents and the auditors' report were available at the meeting.

8. Adoption of the financial statements

The President and CEO answered a shareholder's questions.

- **It was resolved** to adopt Kesko Corporation's 2009 financial statements.

It was recorded that nominee registered shareholders holding an aggregate of 40 votes and shares had announced their abstention from voting on this item.

9. Distribution of the profits shown on the balance sheet and resolution on the payment of dividend

The Chair explained the Board of Directors' proposal for the distribution of profits.

The item was discussed and the President and CEO answered a shareholder's question.

- **It was resolved**, in accordance with the Board of Directors' proposal for profit distribution,
 - to distribute a dividend of €0.90 per company share, or a total amount of €88,547,166.90
 - to reserve €1,300,000 for charitable donations at the discretion of the Board of Directors

The record date for dividend distribution is 1 April 2010 and the dividend pay date was resolved to be 12 April 2010.

10. Resolution on discharging the Board members and the Managing Director from liability

The Chair noted that the auditor's report recommended that the Board members and the Managing Director be discharged from liability.

- **It was resolved** that the Board members and the Managing Director are discharged from liability for the financial year 2009.

It was recorded that nominee registered shareholders holding a total of 13,134 votes and shares had announced their objection to this item, and shareholders holding a total of 50,868 votes and shares had announced their abstention from voting.

11. Resolution on the Board members' fees and the basis for reimbursement of expenses

The Chair noted that, according to the notice of the General Meeting, shareholders jointly representing over 10% of the votes carried by Kesko shares propose that the Board members' fees be unchanged and paid as follows:

- the Chair of the Board, an annual fee of €80,000
- the Deputy Chair of the Board, an annual fee of €50,000
- a member of the Board, an annual fee of €37,000, and
- a meeting fee of €500 per meeting for a Board meeting and its Committee's meeting, with the exception that the Chair of a Committee who is not the Chair or the Deputy Chair of the Board is paid €1,000 per Committee meeting

The proposal of the above shareholders was repeated and it was additionally proposed that daily allowances and compensation for

travelling expenses are paid to the members of the Board of Directors and the members of the Board's Committees in accordance with the general travel rules of Kesko.

- **It was resolved** that the Board and Committee members are paid the following annual and meeting fees:

Annual fees:

- the Chair of the Board	€80,000
- the Deputy Chair of the Board	€50,000
- Board member	€37,000

and meeting fees:

- for a Board meeting and its Committee's meeting	€500/meeting
- for a Committee meeting to a Committee Chair who is not the Chair or the Deputy Chair of the Board	€1,000/meeting

In addition, it was resolved that daily allowances and compensation for travelling expenses are paid to the members of the Board of Directors and the members of the Board's Committees in accordance with the general travel rules of Kesko.

It was recorded that nominee registered shareholders holding a total of 46,305 votes and shares had announced their objection to this item, and that shareholders holding a total of 50,040 votes and shares had announced their abstention from voting.

12. Resolution on the number of members of the Board of Directors

The Chair noted that, according to the notice of the General Meeting, shareholders jointly representing over 10% of the votes carried by Kesko shares propose that the number of members of the Board of Directors be resolved to be seven (7).

According to the Articles of Association, the Board of Directors is formed of at least 5 but no more than 8 members whose term is three years.

- **It was resolved** to confirm the number of members of the Board of Directors to be 7.

It was recorded that nominee registered shareholders holding a total of 84 votes and shares had announced their objection to this item.

13. Election of the members of the Board of Directors

The Chair noted that the Annual General Meeting held on 30 March 2009 had resolved that the number of members of the Board of Directors is seven and had elected the Board members the term of whom all will expire at the close of the 2012 Annual General Meeting,

in accordance with the Articles of Association. For this reason, and because it had been resolved that the number of Board members is seven, this General Meeting did not elect Board members.

It was recorded that nominee registered shareholders holding a total of 72,984 votes and shares had announced their objection to this item, and shareholders holding a total of 6,545,358 votes (6,493,419 shares) had announced their abstention from voting.

14. Resolution on the auditor's fee and the basis for reimbursement of expenses

The Chair noted that the Boards' Audit Committee had proposed to the General Meeting that the auditor's fee be paid and expenses reimbursed according to invoice approved by the company.

President and CEO Matti Halmesmäki answered a shareholder's question.

- **It was resolved** that the auditor's fee is paid and expenses are reimbursed according to invoice approved by the company.

It was recorded that nominee registered shareholders holding a total of 8,716 votes and shares had announced their objection to this item, and shareholders holding a total of 40 votes and shares had announced their abstention from voting.

15. Election of the auditor

The Chair noted that the Board's Audit Committee proposes that the firm of auditors PricewaterhouseCoopers Oy, Authorised Public Accountants, with Johan Kronberg, APA, as the auditor with principal responsibility, be elected as the auditor of the company.

- **It was resolved** to elect the firm of auditors PricewaterhouseCoopers Oy, who have announced Johan Kronberg, APA, to be the auditor with principal responsibility, as the auditor of the company.

The consent to the election from the firm of auditors was attached to the minutes. **Appendix 8**

It was recorded that nominee registered shareholders holding a total of 55,798 votes and shares had announced their objection to this item, and shareholders holding a total of 11,000 votes and shares had announced their abstention from voting.

16. The Board of Directors' proposal for the amendment of the Article 9 of the Articles of Association

- **It was resolved** to amend Article 9 of the Articles of Association to read as stated in the relevant appendix. **Appendix 9**

It was recorded that nominee registered shareholders holding a total of 40 votes and shares had announced their abstention from voting on this item.

17. Closing of the meeting

The Chair noted that all of the business specified for this meeting had been handled. The minutes of the General Meeting would be made available to shareholders on the company's website on 12 April 2010 at the latest. The Chair thanked the shareholders and the company management and closed the General Meeting.

Pekka Merilampi
Chair

In fidem

Anne Leppälä-Nilsson
Secretary

The minutes have been confirmed and approved.

Scrutiniser
Pekka Harjanne

Scrutiniser
Toni Pokela