



Tikkurila Oyj

Stock Exchange Release

May 10, 2021 at 3.55 p.m. (EEST)

Notice to the Annual General Meeting of Tikkurila Oyj

Notice is given to the shareholders of Tikkurila Oyj (“**Tikkurila**” or the “**Company**”) to the Annual General Meeting to be held on Thursday 10th June 2021 starting at 13.00 o’clock (EEST) at Heureka’s Auditorium Virtanen at the address Tiedepuisto 1, 01300 Vantaa, Tikkurila, Finland. The reception of persons who have given notification to attend the meeting will begin at 12.30 o’clock.

The health of Tikkurila’s shareholders and personnel is of utmost importance to us. Tikkurila’s Annual General Meeting can only be held if the number of shareholders attending the meeting is small enough so that any possible coronavirus pandemic related restrictions set by the Finnish authorities can be complied with. Tikkurila’s Board of Directors strongly urges the shareholders not to attend the Annual General Meeting in person at the meeting venue. Instead of attending the meeting in person, shareholders are encouraged to vote in advance or authorize a centralized proxy to represent them at the Annual General Meeting (proxy service provided by the Company free of charge).

A pre-recorded presentations by the Company’s President and CEO, Elisa Markula, and the Chair of the Board, Jari Paasikivi, will be published on the Company’s website on 20th May 2021. The presentations are not a part of the General Meeting. No additional presentations will be made at the general meeting.

To ensure the health and safety of Tikkurila’s shareholders, personnel and other stakeholders, it is recommended for all shareholders to primarily exercise their voting rights by voting in advance, or alternatively, by proxy representation. The shareholders may also pose written questions to the Company in advance regarding matters to be considered at the meeting. Please see further information in Chapter C to this notice.

No refreshments will be served at the meeting and no materials will be handed out. The participation of members of the Board of Directors and Tikkurila’s Management Team will be limited to a minimum and the proposed new Board Members will not be present at the meeting.

Tikkurila carefully observes the restrictions and recommendations and will update its instructions regarding the Annual General Meeting, if necessary, on the Company’s website <https://www.tikkurilagroup.com/agm-2021>.

A. Matters on the agenda of the ANNUAL General Meeting

At the Annual General Meeting, the following matters will be considered:

- 1. Opening of the meeting**
- 2. Calling the meeting to order**
- 3. Election of person to scrutinize the minutes and to supervise the counting of votes**

4. Recording the legality of the meeting

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

6. Presentation of the Financial Statements, the Consolidated Financial Statements, the Board of Directors' Report, and the Auditor's Report for 2020

Review by the CEO

7. Adoption of the Financial Statements and the Consolidated Financial Statements

8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend

Due to the ongoing tender offer for all the issued and outstanding shares of the Company by PPG Industries, Inc., the Board of Directors proposes that Tikkurila's Annual General Meeting decides that no dividend be paid from the financial year 2020.

9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability

10. Adoption of the Remuneration Report for governing bodies

The Board of Directors proposes that the Annual General Meeting adopts the Remuneration Report for the year 2020.

The Remuneration Report for the year 2020 is available on the Company's website at <https://www.tikkurilagroup.com/agm-2021>.

11. Resolution on the remuneration of the members of the Board of Directors

The Nomination Board proposes to the Annual General Meeting that the remuneration of the members of the Board of Directors would remain unchanged and that the annual remuneration would be: EUR 64,000 for the Chairman, EUR 40,000 for the Vice Chairman of the Board of Directors and the Chairman of the Audit Committee, and EUR 32,000 for other members of the Board of Directors. The annual remuneration is paid fully in cash.

Furthermore, the Nomination Board proposes that a meeting fee paid to the members of the Board of Directors for each meeting of the Board and its Committees (excluding decisions without a meeting) would remain unchanged and be paid as follows: EUR 600 for meetings held in the home state of a Board member and EUR 1,200 for meetings held outside the home state of a Board member. If a member participates in a meeting via telephone or video connection, the fee would be EUR 600.

Travel expenses are proposed to be paid according to the travel policy of the Company.

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

The Nomination Board proposes to the Annual General Meeting that the number of the members of the Board of Directors to be elected be seven (7).

13. Election of members, Chairman and Vice Chairman of the Board of Directors

The Nomination Board proposes to the Annual General Meeting that the present members Lars Peter Lindfors, Riitta Mynttinen, Jari Paasikivi, Andrey Pantyukhov, Catherine Sahlgren, Petteri Walldén and Heikki Westerlund would be re-elected for a term ending at the closure

of the next annual general meeting, unless the conditional resolution proposed under item 16 becomes effective at an earlier date with respect to the term of any such Board members.

In addition, the Nomination Board proposes that Jari Paasikivi would be elected as the Chairman and Petteri Walldén as the Vice Chairman of the Board of Directors for a term ending at the closure of the next annual general meeting, unless the conditional resolution proposed under item 16 becomes effective at an earlier date with respect to the term of the Chairman or the Vice Chairman.

All the nominees have given their consent to the position. The biographical details of all persons proposed as members of the Board of Directors are available on the website of Tikkurila at <https://www.tikkurilagroup.com/agm-2021>.

14. Resolution on the remuneration of the Auditor

The Board of Directors proposes to the Annual General Meeting, on the recommendation of the Audit Committee, that the Auditor's fees be paid against an invoice approved by the Company.

15. Election of the Auditor

The Board of Directors proposes to the Annual General Meeting, on the recommendation of the Audit Committee, that the authorized public accountant firm Ernst & Young Oy be re-elected as the Company's auditor for the term that ends at the end of the next Annual General Meeting. Ernst & Young Oy has informed that APA Antti Suominen will act as the principal auditor.

The Audit Committee states that its recommendation is free from any third-party influence, and the Audit Committee is not subject to compliance with any such clauses referred to in Article 16(6) of the Audit Regulation that restrict the election of a statutory auditor or audit firm.

16. Conditional resolutions relating to the Board of Directors

PPG Industries, Inc. has made a voluntary recommended public cash tender offer for all the issued and outstanding shares in Tikkurila (the "**Shares**") (the "**Tender Offer**"). The offer period under the Tender Offer commenced on 15th January 2021 and is pending on the date of this notice. Should PPG Industries, Inc. and its subsidiaries obtain more than ninety (90) percent of all the Shares and voting rights attached to the Shares, PPG Industries, Inc. or a subsidiary of PPG Industries, Inc. intends to initiate mandatory redemption proceedings under the Finnish Companies Act in order to acquire title to all the Shares.

Due to the pending Tender Offer, the Nomination Board proposes that the Annual General Meeting resolves conditionally on the matters set forth in items 16 (a) – (b) below. The proposals of the Nomination Board set forth in items 16 (a) – (b) below form an entirety that requires the adoption of all its individual items by a single decision.

16 (a) Conditional election of members, Chairman and Vice Chairman of the Board of Directors

The Nomination Board proposes at the request of PPG Industries, Inc. to the Annual General Meeting that Michael McGarry, Timothy Knavish, Laura Alvarez, Emmanuelle Guérin, Steven Pocock, Rocco Semeraro and Ramaprasad Vadlamannati would be elected as new members, and that of these Michael McGarry would be elected as the Chairman and Timothy

Knave as the Vice Chairman of the Board of Directors, such resolution being conditional upon PPG Industries, Inc. and its subsidiaries obtaining more than ninety (90) percent of all the Shares and voting rights attached to the Shares and the subsequent registration of the right and obligation of PPG Industries, Inc. or of its subsidiary to redeem minority shares with the Finnish Trade Register. The term of the proposed members, Chairman and Vice Chairman would commence upon the registration of the right and obligation to redeem minority shares, and end at the closure of the next annual general meeting.

All the nominees have given their consent to the position. The English language biographical details of all persons conditionally proposed as members of the Board of Directors are available on the website of Tikkurila at <https://www.tikkurilagroup.com/agm-2021>.

16 (b) Conditional resolution relating to the remuneration of the Board of Directors

The Nomination Board proposes to the Annual General Meeting that there would not be any remuneration for the members of the Board of Directors appointed under item 16 and whose term would commence upon PPG Industries, Inc. and its subsidiaries obtaining more than ninety (90) percent of all the Shares and voting rights attached to the Shares and the subsequent registration of the right and obligation of PPG Industries, Inc. or of its subsidiary to redeem minority shares with the Finnish Trade Register.

17. Conditional resolution relating to the disbandment of the Nomination Board

The Company has a Nomination Board consisting of shareholders or representatives of shareholders, which has been established by its Annual General Meeting on March 28, 2012 to prepare and present proposals for the Annual General Meeting concerning the composition and remuneration of the Board of Directors.

Due to the ongoing the Tender Offer, the Board of Directors proposes to the Annual General Meeting that the Annual General Meeting decides to disband the Nomination Board, such resolution being conditional and becoming effective upon PPG Industries, Inc. or its subsidiary obtaining more than ninety (90) percent of all the Shares and voting rights attached to the Shares and the subsequent registration of the right and obligation of PPG Industries, Inc. or its subsidiary to redeem minority shares with the Finnish Trade Register.

18. Authorizing the Board of Directors to decide on the repurchase of the Company's own shares

The Board of Directors proposes that the Annual General Meeting authorize the Board of Directors to decide upon the repurchase of a maximum 4,400,000 of the Company's own shares with assets pertaining to the Company's unrestricted equity in one or several tranches. The proposed maximum aggregate amount of the authorization corresponds to approximately 10 percent of all the shares in the Company at the time of the proposal. The repurchases of the Company's own shares based on the authorization are proposed to be carried out at the share's market price on Nasdaq Helsinki Ltd or in other marketplaces the rules of which allow company to trade with its own shares. The authorization entitles the Board of Directors to decide on the repurchase of the shares in a proportion other than that of the shares held by the current shareholders (directed repurchase). In repurchasing the Company's own shares, the Company may enter into derivative, stock lending, or other arrangements customary in capital market practice within the limits set by law and other regulations. In the repurchases, the Company will follow the rules and guidelines of the marketplace in which the repurchase is carried out regarding, among other factors, the

determination of the repurchase price and the settlement and disclosure of trades. The consideration payable for the repurchase of the shares shall be based on the market price of the Company's share on the securities market. The minimum consideration for the repurchase of the Company's own shares is the lowest market price of the share quoted during the authorization period and, correspondingly, the maximum price is the highest market price of the share quoted during the authorization period. The shares may be repurchased to be used for financing or implementing possible mergers and acquisitions, developing the Company's equity structure, improving the liquidity of the Company's shares, or to be used for the payment of the annual fees payable to the members of the Board of Directors, or for implementing the share-based incentive programs of the Company. For the aforementioned purposes, the Company may retain, transfer, or cancel the shares. The Board of Directors would decide upon any other terms related to the repurchase of shares. The repurchase authorization would be valid until the end of the next Annual General Meeting, however, no longer than until 30th June 2022. This authorization would revoke the repurchase authorization granted by the Annual General Meeting to the Board of Directors on 15th May 2020.

19. Authorizing the Board of Directors to decide on the issuance of shares

The Board of Directors proposes that the Annual General Meeting authorize the Board of Directors to decide to transfer the Company's own shares held by the Company or to issue new shares in one or several tranches limited to a maximum of 4,400,000 shares. The proposed maximum aggregate amount of the authorization corresponds to approximately 10 percent of all the shares in the Company at the time of the proposal. The Company's own shares held by the Company may be transferred and the new shares may be issued either against payment or without payment. New shares may be issued and the Company's own shares held by the Company may be transferred to the Company's shareholders in proportion to their current shareholdings in the Company or in deviation from the shareholders' pre-emptive subscription right through a directed share issue, if the Company has a weighty financial reason for this, such as financing or implementing mergers and acquisitions, developing the Company's equity structure, improving the liquidity of the Company's shares, settling the payment of the annual fees payable to the members of the Board of Directors, or implementing the share-based incentive programs of the Company. Upon the issuance of new shares, the subscription price of the new shares shall be recorded in the invested unrestricted equity reserves. In the case of a transfer of the Company's own shares, the price payable for the shares shall be recorded to the invested unrestricted equity reserves. The Board of Directors would decide upon any other terms and conditions related to the share issues. The authorization would be valid until the end of the next Annual General Meeting, however, no longer than until 30th June 2022. This authorization would revoke the share issue authorization granted by the Annual General Meeting to the Board of Directors on 15th May 2020.

20. Closing of the meeting

B. Documents of the ANNUAL General Meeting

The proposals for the decisions on the matters on the agenda of the Annual General Meeting as well as this notice are available on the Company's website at the address <https://www.tikkurilagroup.com/agm-2021>. The Annual Review of Tikkurila, including the Financial Statements, the Consolidated Financial Statements, the Board of Directors' Report and the Auditor's Report, as well as the Remuneration Report are available on the

aforementioned website. The proposals for decisions and the other above-mentioned documents will also be available at the Annual General Meeting. The minutes of the Annual General Meeting will be available on the above-mentioned website as of 17th June 2021, at the latest.

C. Instructions for the participants OF the ANNUAL GENERAL meeting

1. The right to participate and registration of the shareholders registered in the shareholders' register

Each shareholder who is registered on 31st May 2021 in the shareholders' register of the Company held by Euroclear Finland Oy has the right to participate in the Annual General Meeting. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the shareholders' register of the Company.

A shareholder who is registered in the shareholders' register of the Company and who wishes to participate in the Annual General Meeting shall register for the meeting no later than 7th June 2021 at 16.00 o'clock by giving a prior notice of their participation, which shall be delivered to the Company by the above-mentioned date and time.

Such notice can be given from May 17th 2021 onwards:

- a) on the Company's website at <https://www.tikkurilagroup.com/agm-2021>;
- b) by telephone at +358 20 770 6885 from Monday to Friday at 9.00 o'clock to 16.00 o'clock; or
- c) by letter to the address Tikkurila Oyj, AGM, P.O. Box 53, FI-01301 Vantaa, Finland.

In connection with the registration, a shareholder shall notify his/her name, personal identification number or business ID, address, telephone number, and the name of a possible assistant, proxy representative or statutory representative, and, as applicable, the personal identification number of the proxy representative or statutory representative and willingness to receive text messages or e-mails concerning the Annual General Meeting, in which case also an e-mail address is also to be notified. The personal data provided by the shareholders to Tikkurila is only used in connection with the Annual General Meeting and with the processing of related registrations.

The shareholder, his/her statutory representative or proxy representative shall, where necessary, be able to prove his/her identity and/or right of representation.

Each shareholder wishing to exercise their voting rights by voting in advance or by proxy representation must register for the meeting as described above, even if they do not attend the meeting in person at the meeting venue. Due to the coronavirus pandemic, all shareholders are urged to avoid attending the meeting at the meeting venue in person.

2. Holders of nominee-registered shares

A holder of nominee-registered shares has the right to participate in the Annual General Meeting by virtue of shares based on which he/she would be entitled to be registered in the shareholders' register of the Company held by Euroclear Finland Oy on 31st May 2021. In addition, the right to participate requires that the shareholder, on the basis of such shares, has been temporarily registered in the shareholders' register held by Euroclear Finland Oy

on 7th June 2021 at 10.00 o'clock at the latest. With regard to nominee-registered shares, this constitutes due registration for the Annual General Meeting.

A holder of nominee-registered shares is advised to request well in advance from his/her custodian bank necessary instructions regarding the registration in the temporary shareholders' register of the Company, the issuing of proxy documents and registration for the Annual General Meeting. The account operator of the custodian bank has to register a holder of nominee-registered shares who wants to participate in the Annual General Meeting in the shareholders' register of the Company temporarily by the time stated above.

3. Advance voting

A shareholder, who has a Finnish book-entry account, may vote in advance on certain items on the agenda of the Annual General Meeting through the Company's website until 7th June 2021 at 16.00 o'clock.

Through the advance voting service, a shareholder may vote on certain items on the agenda of the Annual General Meeting without attending the meeting in person at the meeting venue. If the shareholder is an individual, advance voting requires strong electronic authentication with a Finnish bank ID or Finnish mobile certificate. Shareholders who are legal persons can vote in advance by using their business ID and book-entry account number.

Unless a shareholder having voted in advance will be present in person, or by proxy, in the Annual General Meeting, he/she is not able to exercise his/her right under the Finnish Companies Act to request information or a vote in the Annual General Meeting and if decision proposals regarding certain agenda item have changed after the beginning of the advance voting period, his/her possibility to vote on such item may be restricted.

The conditions and other instructions relating to the electronic advance voting may be found from the Company's website www.tikkurilagroup.com/agm-2021. The Finnish book-entry account number of the shareholder is needed for voting in advance.

4. Proxy representative and powers of attorney

A shareholder may participate in the Annual General Meeting and exercise his/her rights at the meeting by way of proxy representation. Due to the coronavirus pandemic, shareholders are encouraged to exercise their voting rights at the Annual General Meeting either by voting in advance as described in section 3 or by using the proxy service provided by the Company.

A shareholder who shall not vote in advance, is encouraged to use the proxy service provided by Tikkurila by authorizing attorney-at-law Anniina Järvinen from Hannes Snellman Attorneys Ltd, or a person appointed by her, to represent them and to use the right to vote at the Annual General Meeting in accordance with the voting instructions of the shareholder. Authorizing the designated proxy representative will not accrue any costs for the shareholder, excluding possible postal fees for proxy documents. Further information about the designated proxy representative is available at <https://hannessnellman.com/people/all/anniina-jaervinen/>.

A shareholder may also authorise another proxy representative. A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the Annual General Meeting.



When a shareholder participates in the Annual General Meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the Annual General Meeting.

The proxy form and the shareholder's voting instructions may be sent by e-mail at agm@tikkurila.com or by mail to Tikkurila Oyj, AGM, P.O. Box 53, FI-01301 Vantaa, Finland.

A template of the proxy form for this purpose may be found from the Company's website www.tikkurilagroup.com/agm-2021.

All proxy documents are requested to be delivered in connection with the notice to attend the meeting by 7th June 2021 at 16.00 o'clock at the latest.

5. Other instructions and information

Shareholders may submit questions related to the matters on the agenda by 7th June 2021 at 16.00 o'clock at the latest, by e-mail at agm@tikkurila.com or by mail Tikkurila Oyj, AGM, P.O. Box 53, FI-01301 Vantaa, Finland. Where possible, the Company will endeavor to answer the questions in the meeting in accordance with Chapter 5, Section 25 of the Finnish Companies Act.

Pursuant to Chapter 5, Section 25 of the Finnish Companies Act, a shareholder who is present at the Annual General Meeting has the right to request information with respect to the matters to be considered at the meeting.

On the date of this notice to the Annual General Meeting, the total number of shares in Tikkurila is 44,108,252, each of which represents one vote. The Company holds 2,371 treasury shares, in respect of which voting rights cannot be used at the Annual General Meeting.

The Annual General Meeting will be held in the Finnish language.

In Vantaa, 10th May 2021

TIKKURILA OYJ

The Board of Directors

Further information

Tikkurila Oyj

Sanna Lehti, General Counsel

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ABOUT US

Sustainable Nordicness



Tikkurila is a leading Nordic paint company with expertise that spans decades. We develop premium products and services that provide our customers with quality that will stand the test of time and weather. We operate in seven countries and our 2,400 dedicated professionals share the joy of building a vivid future through surfaces that make a difference. In 2020, our revenue totaled EUR 582 million. The company is listed on Nasdaq Helsinki. Nordic quality from start to finish since 1862.

www.tikkurilagroup.com