

## **NOTICE TO THE ANNUAL GENERAL MEETING OF OUTOTEC OYJ**

Notice is given to the shareholders of Outotec Oyj to the Annual General Meeting to be held on Thursday, March 18, 2010 at 11:00 a.m. (Finnish time) at Dipoli, Otakaari 24, Espoo, Finland. The reception of persons who have registered for the Annual General Meeting will commence at the venue at 10:00 a.m.

### **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 persons 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 annual accounts, the report of the Board of Directors and the Auditor's report for the year 2009**

- Review by the CEO

- 7. Adoption of the annual accounts**
- 8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend**

The Board of Directors proposes that the Annual General Meeting resolve to pay 0.70 euros per share as dividend from the distributable assets of the company. The dividend will be paid to the shareholders who are registered as shareholders in the company's register of shareholders as maintained by the Euroclear Finland Ltd on the dividend record date, Tuesday, March 23, 2010. The Board of Directors proposes that the dividend be paid on Thursday, April 8, 2010.

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

### **10. Resolution on the remuneration of the members of the Board of Directors**

The Board of Directors, in assuming the duties of the Nomination Committee, proposes to the Annual General Meeting that the members of the Board of Directors be paid the following monthly remuneration: EUR 5,000 for the Chairman of the Board of Directors and EUR 3,000 for the other members of the Board of Directors each, as well as an additional EUR 1,000 for both the Vice Chairman of the Board, and the Chairman of the Audit Committee; and that the members of the Board each be paid EUR 500 for attendance at each board and committee meeting as well as be reimbursed for direct costs arising from board work.

### **11. Resolution on the number of members of the Board of Directors**

The Board of Directors, in assuming the duties of the Nomination Committee, proposes to the Annual General Meeting that the number of the members of the Board of Directors be six (6).

### **12. Election of members of the Board of Directors**

The Board of Directors, in assuming the duties of the nomination committee, proposes to the Annual General Meeting that the current members of the Board of Directors Carl-Gustaf Bergström, Karri Kaitue, Hannu Linnoinen and Anssi Soila be re-elected as members of the Board, and that the Annual General Meeting resolve to elect Carl-Gustaf Bergström as the Chairman of the Board of Directors for the term ending at the closure of the Annual General Meeting of 2011. The Board of Directors, in assuming the duties of the nomination committee, proposes that Eija Ailasmaa and Tapani Järvinen be elected as new members of the Board. More information on the nominees is available on the company's website [www.outotec.com/agm](http://www.outotec.com/agm). Member of the Board Risto Virrankoski has informed the Board that he is no longer available for re-election to the Board of Directors.

### **13. Resolution on the remuneration of the Auditor**

The Audit Committee proposes that the Auditor's fees are paid according to the Auditor's reasonable invoice.

### **14. Election of Auditor**

The Audit Committee proposes that the Annual General Meeting re-elect KPMG Oy Ab as the company's Auditor for the term ending at the closing of the Annual General Meeting of 2011.

### **15. 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 resolve to repurchase a maximum of 4,578.037 own shares. The proposed amount of shares corresponds to approximately 10 per cent of all the shares of the company. Own shares may be repurchased on the basis of this authorization only by using unrestricted equity for the purpose. Own shares can be repurchased at a price formed in public trading on the date of the repurchase or otherwise at a price formed on the market. The Board of Directors is entitled to decide how shares are repurchased. Derivatives may be used for the repurchase. Own shares may be repurchased otherwise than in proportion to the shares held by the shareholders (directed repurchase). The authorization shall be in force until the next Annual General Meeting.

### **16. Authorizing the Board of Directors to decide to issue shares and other special rights entitling to shares**

The Board of Directors proposes that the Annual General Meeting authorize the Board of Directors to resolve to issue shares, to grant option rights and other special rights entitling to shares pursuant to Chapter 10, Article 1 of the Companies Act as follows: The number of shares to be issued on the basis of this authorization shall not exceed 4,578,037 shares, which corresponds to approximately 10 per cent of all the shares of the company. The Board of Directors is entitled to decide on the terms of issuance of shares and of special rights entitling to shares and it is entitled to deviate from the shareholders' pre-emptive subscription rights (directed issue). This authorization does not, however, entitle the Board of Directors to issue option rights as an incentive to the personnel. This authorization applies to both issuing new shares and distribution of own shares. The authorization shall be in force until the next Annual General Meeting.

## **17. Proposal of the Board of Directors to amend the Articles of Association**

The Board of Directors proposes that the Annual General Meeting resolve to amend Section 9 of the company's Articles of Association so that notice to convene the General Meeting shall be issued no later than 28 days prior to the General Meeting.

## **18. Proposal of the Board of Directors to decide on a donation**

The Board of Directors proposes further, that the Annual General Meeting authorizes the Board of directors to decide to donate from the distributable assets of the company an amount not exceeding EUR 600,000 to Finnish universities of its choice. Board of Directors considers the donation to be reasonable in amount and that it is in the interest of the company taking in view of the company's financial situation and the purpose of the donation.

## **19. Closing of the Meeting**

### **B. DOCUMENTS OF THE GENERAL MEETING**

The proposals of the Board of Directors and its committees relating to the agenda of the Annual General Meeting and this notice are available on Outotec Oyj's website at [www.outotec.com/agm](http://www.outotec.com/agm). The Annual Report of Outotec Oyj, including the company's annual accounts, the report of the Board of Directors and the auditor's report, is available on the above-mentioned website no later than on Thursday, February 25, 2010. The proposals of the Board of Directors and the company's annual accounts are also available at the Annual General Meeting. Copies of these documents and of this notice will be sent to shareholders upon request. The minutes of the Annual General Meeting will be available on the above-mentioned website as from Thursday, April 1, 2010.

### **C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE GENERAL MEETING**

#### **1. The right to participate and registration**

Each shareholder, who is registered on the record date of the meeting, Monday, March 8, 2010 in the shareholders' register of the company held by Euroclear Finland Ltd, has the right to participate in the Annual General Meeting. A shareholder, whose shares are registered on his/her personal book-entry account, is registered in the shareholders' register of the company.

A shareholder, who is registered in the company's shareholders' register and who wants to participate in the Annual General Meeting, shall register for the meeting no later than Monday March 8, 2010 at 10:00 a.m by giving a prior notice of participation. Such notice can be given:

- a) through Outotec's website at the address <http://www.outotec.com/agm>;
- b) by e-mail to [agm@outotec.com](mailto:agm@outotec.com);
- c) by telephone to +358 20 529 2929 Monday to Friday between 9.00 and 12.00;
- d) by regular mail to Outotec Oyj, AGM 2010, P.O. Box 86, 02201 Espoo; or
- e) by telefax to +358 20 529 2200.

In connection with the registration, a shareholder shall notify his/her name, personal identification number, address, telephone number and the name of a possible assistant. The personal data given to Outotec Oyj is used only in connection with the Annual General Meeting and with the processing of related registrations.

## **2. Proxy representative and powers of attorney**

A shareholder may participate in the Annual General Meeting and exercise his/her rights at the Annual General Meeting by way of proxy representation.

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 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 general meeting.

Possible proxy documents should be delivered to the company before the last date for registration.

## **3. Holders of nominee registered shares**

A holder of nominee registered shares has the right to participate in the general meeting by virtue of such shares, based on which he/she on the record date of the meeting, Monday, March 8, 2010, would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. The right to participate in the general meeting requires, in addition, that the shareholder on the basis of such shares has been registered into the temporary shareholders' register held by Euroclear Finland Ltd at the latest by Monday, March 15, 2010 at 10:00 a.m. As regards nominee registered shares this constitutes due registration for the general meeting.

A holder of nominee registered shares is advised to request well in advance the necessary instructions regarding the registration in the shareholder's register of the company, the issuing of proxy documents and registration for the Annual General Meeting from his/her custodian bank. The account management organization of the custodian bank will register a holder of nominee registered shares, who wants to participate in the general meeting, into the temporary shareholders' register at the latest by the time stated above. Further information on these matters can also be found on the company's website [www.outotec.com/agm](http://www.outotec.com/agm).

## **4. Other instructions and information**

Pursuant to Chapter 5, Section 25 of the 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 Annual General Meeting.

On the date of this notice to the Annual General Meeting, the total number of shares in Outotec Oyj and the total number of votes represented by such shares is 45,780,373.

Espoo, 22 February, 2010

OUTOTEC OYJ

BOARD OF DIRECTORS