

## **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 Friday, March 23, 2012 at 11.00 AM (Finnish time) at Finlandia-talo, Mannerheimintie 13, 00100 Helsinki, Finland. The reception of persons who have registered for the Annual General Meeting will commence at the venue at 10.00 AM.

### **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 2011**

- 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 0.85 euro 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, Wednesday, March 28, 2012. The Board of Directors proposes that the dividend be paid on Wednesday, April 11, 2012.

### **9. Resolution on authorizing the Board of Directors to decide on donation**

The Board of Directors proposes that it would be authorized to decide on donation of a maximum of EUR 100,000 to be given to non-profit purposes or to universities. The donations can be made in one or more installments. The Board of Directors shall decide on the donation beneficiaries and the amount of each donation as well as which companies of Outotec Group are the donators. The authorization shall be valid until December 31, 2012.

### **10. Resolution on the discharge of the members of the Board of Directors and the CEO from liability**

## **11. 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 annual remuneration: EUR 72,000 for the Chairman of the Board of Directors and EUR 36,000 for the other members of the Board of Directors each, as well as an additional EUR 12,000 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 600 for attendance at each board and committee meeting as well as be reimbursed for direct costs arising from board work.

Of the annual remuneration, 60 per cent would be paid in cash and 40 per cent in the form of Outotec Oyj shares, which would be acquired to the members from the stock exchange, within one week upon the AGM 2012 date, in amounts corresponding to EUR 28,800 for the Chairman, EUR 19,200 for the Vice Chairman and Chairman of the Audit Committee each, and EUR 14,400 for each of the other members. The part of the annual fee payable in cash corresponds to the approximate sum necessary for the payment of the income taxes on the remunerations and would be paid no later than 30 April 2012. The annual fees shall encompass the full term of office of the Board of Directors.

The attendance fee shall be paid in cash.

## **12. 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 seven (7).

## **13. 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 Eija Ailasmaa, Carl-Gustaf Bergström, Tapani Järvinen, Karri Kaitue, Hannu Linnoinen and Timo Ritakallio be re-elected as members of the Board, according to their consent, 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 2013. Anssi Soila has notified that he is not any more available for board member. The Board of Directors, in assuming the duties of the nomination committee, proposes Poju Zabłudowicz be elected as new member of the Board. More information on the nominees is available on the company's website [www.outotec.com/agm](http://www.outotec.com/agm).

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

The Board of Directors, based on Audit Committee's motion, proposes that the Auditor's fees are paid according to the Auditor's invoice approved by company.

## **15. Election of Auditor**

The Board of Directors, based on Audit Committee's motion, proposes that the Annual General Meeting elects Public Accountants PricewaterhouseCoopers Oy as the company's Auditor for the term ending at the closing of the Annual General Meeting of 2013.

## **16. 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.

## **17. 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 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 applies to both issuing new shares and distribution of own shares. The authorization shall be in force until the next Annual General Meeting.

## **18. Proposal of the Board of Directors for the establishment of a Nomination Board**

The Board of Director proposes that the Annual General Meeting resolves the establishment of a Nomination Board on following terms:

The Annual General Meeting decides to establish a Nomination Board composed of shareholders or their representatives, and of members of the Board of Directors for the purpose of preparing the election Board of Directors and proposals for their remuneration to be submitted for the Annual General Meeting.

The tasks of the Nomination Board consist of

- a) Preparation of proposals for the Annual General Meeting regarding the composition of the Board of Directors
- b) Preparation of proposals for the Annual General Meeting regarding the remuneration of the Board of Directors
- c) Successor candidate identification, and
- d) Presentation to the Annual General Meeting of proposals regarding members of the Board of Directors and their remuneration

The three biggest shareholders, or their representatives, will be elected to the Nomination Board. Further, the Chairman and Vice Chairman of the Board of Directors will belong to the Nomination Board. The term of the Nomination Board ceases on the date of the 2013 Annual General Meeting. The three shareholders having most voting rights and being registered on October 1, 2012 on the shareholders' register maintained by Euroclear Finland Ltd shall have the right to appoint a member to the Nomination Board. In the event a shareholder, with a duty to declare ownership changes according to the Securities Act (owner with an obligation to declare holdings), submits no later than September 30, 2012 a request in writing to the Board of Directors, the different shareholdings eventually split in different funds and registrars will be summed up when calculating the voting rights of said shareholder. In the event a shareholder does not want to exercise his right to appoint a member, the appointment right will pass to the next largest shareholder registered in the shareholders' register, who otherwise would have no right to appoint.

The Nomination Board shall be convened by the Chairman of the Board of Directors and the Nomination Boards elects amongst its members its chairman.

The Nomination Board shall submit its proposal to the Board of Directors on February 1, 2013 at the latest.

In the board's view it is in the best interests of the company and of the shareholders that the largest shareholders participate in the board members' nomination and remuneration preparation work.

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

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

The proposals for the decisions on the agenda of the Annual General Meeting as well as this notice are available on Outotec Oyj's website at [www.outotec.com/agm](http://www.outotec.com/agm). The Financial Statements 2011 of Outotec Oyj, the report of the Board of Directors and the auditor's report are available on the above-mentioned website no later than on Friday, February 24, 2012. The proposals for decisions and the other above-mentioned documents 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 Friday, April 6, 2012.

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

#### **1. Shareholders registered in the shareholders' register**

Each shareholder, who is registered on the record date of the meeting, Tuesday, March 13, 2012 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 Tuesday, March 20, 2012 at 10.00 AM by giving a prior notice of participation, which shall be received by the company no later than on the above-mentioned date. Such notice can be given:

- a) through Outotec's website at the address <http://www.outotec.com/agm>;
- b) by telephone to +358 20 770 6865 Monday to Friday between 9.00 and 16.00;
- c) by e-mail to [agm@outotec.com](mailto:agm@outotec.com);
- d) by regular mail to Outotec Oyj, AGM 2012, P.O. Box 86, 02201 Espoo, Finland; 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.

Shareholder, his/her authorized representative or proxy representative shall, where necessary, be able to prove at the Meeting place their identity and/or right to represent.

## **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 such shares, based on which he/she on the record date of the general meeting, i.e. on Tuesday, March 13, 2012, would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. The right to participate in the Annual 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 10.00 EET on Tuesday, March 20, 2012. As regards nominee registered shares this constitutes due registration for the Annual General Meeting.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the temporary shareholder's register of the company, the issuing of proxy documents and registration for the general meeting from his/her custodian bank. The account management organization of the custodian bank has to register a holder of nominee registered shares, who wants to participate in the Annual General Meeting, into the temporary shareholders' register of the company 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).

## **3. 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 Annual General Meeting.

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

## **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, 8 February, 2012

OUTOTEC OYJ

BOARD OF DIRECTORS