

OUTOTEC OYJ STOCK EXCHANGE RELEASE MARCH 23, 2012 AT 3.00 PM

Resolutions of Outotec Oyj's Annual General Meeting

Outotec Oyj's Annual General Meeting was held today, March 23, 2012, in Helsinki, Finland. The meeting was opened by the Chairman of the Board of Directors Mr. Carl-Gustaf Bergström and chaired by Mr. Tomas Lindholm, attorney-at-law.

Financial Statements

The Annual General Meeting approved the parent company and the consolidated Financial Statements, and discharged the members of the Board of Directors and the President and CEO from liability for the financial year 2011.

Dividend

The Annual General Meeting decided that a dividend of EUR 0.85 per share be paid for the financial year ended on December 31, 2011. The dividend record date is March 28, 2012, and the dividend will be paid on April 11, 2012.

The Board of Directors and auditors

The Annual General Meeting decided on the number of the Board members, including Chairman and Vice Chairman, to be seven (7). Mr. Carl-Gustaf Bergström, Mr. Karri Kaitue, Mr. Hannu Linnoinen, Ms. Eija Ailasmaa Mr. Tapani Järvinen and Mr. Timo Ritakallio were re-elected as members of the Board of Directors and Mr. Chaim (Poju) Zabłudowicz was elected as new Board member for the term expiring at the end of the next Annual General Meeting.

The Annual General Meeting elected Mr. Carl-Gustaf Bergström as the Chairman of the Board of Directors.

The Annual General Meeting confirmed the annual remunerations to the Board members as follows: 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 April 30, 2012. The annual fees shall encompass the full term of office of the Board of Directors.

Public Accountants PricewaterhouseCoopers Oy, was elected as the company's auditor.

Board's authorizations

The Annual General Meeting authorized the Board of Directors to resolve upon the repurchase of the company's own shares as follows:

- The company may repurchase the maximum number of 4,578,037 shares using free equity and deviating from the shareholders' pre-emptive rights to the shares, provided that the number of own shares held by the company will not exceed ten (10) percent of all shares of the company.
- The shares are to be repurchased in public trading at the NASDAQ OMX Helsinki at the price established in the trading at the time of acquisition.

The authorization shall be in force until the next Annual General Meeting.

The Annual General Meeting authorized the Board of Directors to resolve upon issuance of shares and other special rights entitling to shares as follows:

- The authorization includes the right to issue new shares, distribute own shares held by the company, and the right to issue special rights referred to in Chapter 10, Section 1 of the Companies Act.
- The total number of new shares to be issued and own shares held by the company to be distributed under the authorization may not exceed 4,578,037 shares. The Board of Directors may deviate from the shareholders' pre-emptive subscription rights.
- The Board of Directors is entitled to decide on the terms of the share issue.

The authorizations shall be in force until the next Annual General Meeting.

The Annual General Meeting further authorized the Board of Directors to donate an aggregate amount of 100.000 euro to non-profit purposes or to universities. Authorization shall be in force until December 31, 2012.

The Annual General Meeting decided to establish a Nomination Board. Its duties consist of successor candidate search, preparation and presentation of member candidates, and remuneration matters. The Nomination Board consists of the three biggest shareholders, and the Chairman and Vice Chairman of the Board of Directors.

Board's assembly meeting

In its assembly meeting the Board of Directors elected Mr. Karri Kaitue as the Vice Chairman of the Board of Directors. In addition, the Board elected, Mr. Timo Ritakallio, Mr. Chaim (Poju) Zabłudowicz and Mr. Hannu Linnoinen as members of the Audit Committee. Mr. Linnoinen acts as the Chairman of the Audit Committee. Mr. Tapani Järvinen, Mr. Karri Kaitue, Ms. Eija Ailasmaa and Mr. Carl-Gustaf Bergström will act as members of the Human Capital Committee with Mr. Carl-Gustaf Bergström as the Chairman of the Committee.

Minutes of the Meeting

The minutes of the Annual General Meeting (in Finnish) will be available for viewing by the shareholders as of April 6, 2012 at Outotec Oyj's head office and on the company's website.

OUTOTEC OYJ

Rita Uotila, Vice President - Investor Relations
tel. +358 20 529 2003, mobile +358 400 954141
e-mail: rita.uotila@outotec.com

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