

## **Resolutions of Outotec Oyj's Annual General Meeting**

OUTOTEC OYJ STOCK EXCHANGE RELEASE MARCH 26, 2013 AT 4.00 PM

### Resolutions of Outotec Oyj's Annual General Meeting

Outotec Oyj's Annual General Meeting was held today, March 26, 2013, in Helsinki, Finland. The meeting was opened by the Chairman of the Board of Directors Mr. Carl-Gustaf Bergström and chaired by Mr. Manne Airaksinen, 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 2012.

#### Dividend

The Annual General Meeting decided that a dividend of EUR 1.20 per share be paid for the financial year ended on December 31, 2012. The dividend record date is April 2, 2013, and the dividend will be paid on April 16, 2013.

#### 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). Ms. Eija Ailasmaa, Mr. Tapani Järvinen, Mr. Hannu Linnoinen, Mr. Timo Ritakallio and Mr. Chaim (Poju) Zabłudowicz were re-elected as members of the Board of Directors. Mr. Matti Alahuhta and Ms. Anja Korhonen were elected as new Board members for the term expiring at the end of the next Annual General Meeting.

The Annual General Meeting elected Mr. Matti Alahuhta 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 percent would be paid in cash and 40 percent in the form of Outotec Oyj shares, which would be acquired to the members from the stock exchange, within one week upon the AGM 2013 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, 2013. The annual fees shall encompass the full term of office of the Board of Directors.

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

#### Share Issue

The Annual General Meeting resolved to give a free share issue (split) as follows:

- Three new shares shall be issued for each existing share in accordance with shareholders' pre-emptive rights, altogether 137,341,119 new shares will be issued.
- Each shareholder, who is registered on the record date on Tuesday, April 2, 2013 in the shareholders' register of the company, will be entitled to receive shares on the basis of the free share issue.
- The new shares shall be registered approximately on Tuesday, April 2, 2013. The new shares will generate shareholder rights as of the said date. No dividend decided upon by the Annual General Meeting shall be paid to the new shares for the year 2012.

The free share issue shall be executed in the book-entry system and requires no actions from the shareholders. The free share issue will not affect the company's share capital or capital structure.

#### 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 18,312,148 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 18,312,148 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 authorization 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, 2013.

#### Shareholders' Nomination Board

The Annual General Meeting decided to establish a permanent Shareholders' 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 of the Board of Directors.

#### Board's assembly meeting

In its assembly meeting the Board of Directors elected Timo Ritakallio as the Vice Chairman of the Board of Directors. In addition, the Board elected Anja Korhonen, Hannu Linnoinen, Timo Ritakallio and Chaim (Poju) Zabłudowicz as members of the Audit and Risk Committee. Hannu Linnoinen acts as the Chairman of the Audit and Risk Committee.

Eija Ailasmaa, Matti Alahuhta and Tapani Järvinen will act as members of the Human Capital Committee with Matti Alahuhta 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 9, 2013 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\(at\)outotec.com](mailto:rita.uotila@outotec.com)

#### DISTRIBUTION

NASDAQ OMX Helsinki  
Main media  
[www.outotec.com](http://www.outotec.com)