

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 Monday, March 31, 2014 at 11:00 a.m. (Finnish time) at Finlandia Hall, 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 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 2013**

- 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 0.20 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 Euroclear Finland Ltd on the dividend record date, Thursday, April 3, 2014. The Board of Directors proposes that the dividend be paid on Thursday, April 17, 2014.

9. Resolution on authorizing the Board of Directors to decide on donations

The Board of Directors proposes that the Annual General Meeting authorize the Board of Directors to decide on donations in the aggregate maximum amount of EUR 100,000 to be given to universities, institutions of higher education or to other non-profit purposes. The donations can be made in one or more installments. The Board of Directors may decide on the donation beneficiaries and the amount of each donation. The authorization shall be valid until December 31, 2014.

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

Outotec's Nomination Board proposes to the Annual General Meeting that the remuneration of the Board of Directors remain unchanged and 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 and Risk 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 the 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 from the stock exchange within one week from the date of the Annual General Meeting, in amounts corresponding to EUR 28,800 for the Chairman, EUR 19,200 for the Vice Chairman of the Board and the Chairman of the Audit and Risk Committee each, and EUR 14,400 for each of the other members of the Board of Directors. The part of the annual fee payable in cash corresponds to the approximate sum necessary for the payment of the income taxes on the annual remuneration and would be paid no later than on April 30, 2014. 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

Outotec's Nomination Board proposes to the Annual General Meeting that the number of the members of the Board of Directors be eight (8).

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

Outotec's Nomination Board proposes to the Annual General Meeting that the current members of the Board of Directors, Matti Alahuhta, Eija Ailasmaa, Tapani Järvinen, Anja Korhonen, Hannu Linnoinen, Timo Ritakallio and Chaim (Poju) Zabłudowicz be re-elected as members of the Board for the term ending at the closing of the Annual General Meeting 2015. The Nomination Board also proposes that the Annual General Meeting resolve to elect Björn Rosengren as new member of the Board for the same term.

The Nomination Board proposes that the Annual General Meeting resolve to re-elect Matti Alahuhta as the Chairman of the Board of Directors for the term ending at the closing of the Annual General Meeting 2015.

All candidates have given their consent to the election. More information on the nominees is available on the company's website.

14. Resolution on the remuneration of the Auditor

On the recommendation of the Audit and Risk Committee, the Board of Directors proposes to the Annual General Meeting that the Auditor's fees be paid according to the Auditor's reasonable invoice approved by the company.

15. Election of Auditor

On the recommendation of the Audit and Risk Committee, the Board of Directors proposes that the Annual General Meeting elect PricewaterhouseCoopers Oy, Authorized Public Accountants as the company's Auditor for the term ending at the closing of the Annual General Meeting 2015.

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 decide on the repurchase of an aggregate maximum of 18,312,149 of the company's own shares. The proposed amount of shares corresponds to approximately 10 percent of all the current shares of the company. However, the company together with its subsidiaries cannot at any moment own more than 10 percent of all the shares of the company.

Own shares may be repurchased on the basis of this authorization only by using unrestricted equity. 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. 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 closing of the next Annual General Meeting.

17. Authorizing the Board of Directors to decide on the issuance of shares and the issuance of special rights entitling to shares

The Board of Directors proposes that the Annual General Meeting authorize the Board of Directors to decide on the issuance of shares and the issuance of special rights entitling to shares referred to in Chapter 10, Section 1 of the Companies Act as follows: The number of shares to be issued on the basis of this authorization shall not exceed an aggregate maximum of 18,312,149 shares, which corresponds to approximately 10 percent of all the current shares of the company. The Board of Directors is entitled to decide on the terms of the 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 the issuance of new shares and the distribution of own shares held by the company. The authorization shall be in force until the closing of the next Annual General Meeting.

18. 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 4 and Section 11, subsections 7 and 10, of the company's Articles of Association so that the maximum number of members of the Board of Directors be ten, and that the Annual General Meeting shall elect the Vice Chairman of the Board of Directors in addition to the Chairman of the Board of Directors.

The proposed new wording of Section 4 of the Articles of Association is as follows:

"4 § Board of Directors

The Board of Directors consists of at least five and no more than ten Members. The Chairman and the Vice Chairman of the Board shall be elected by the General Meeting."

The term of office of a Member of the Board of Directors begins from the General Meeting in which s/he was elected and expires at the closing of the first Annual General Meeting subsequent to the election."

The proposed new wording of Section 11 of the Articles of Association is as follows:

“11 § Annual General Meeting

At the Annual General Meeting, the following shall be:

presented:

- 1. the Financial Statements of the Company, which also include the Financial Statements of the Group, and the Annual Reports; and*
- 2. the Auditors’ reports concerning the Company and the Group;*

resolved:

- 3. approval of the Financial Statements of the Company, which also include the approval of the Financial Statements of the Group;*
- 4. any measures justified by the profit indicated by the confirmed balance sheet, as well as the date at which any possible dividend is payable to the shareholders;*
- 5. releasing the Members of the Board of Directors and the Managing Director from liability;*
- 6. the number of Members of the Board of Directors and Auditors;*
- 7. the remuneration of the Chairman, Vice Chairman and other members of the Board of Directors as well as the auditor;*
- 8. any other matters submitted to the General Meeting by the Board of Directors, Auditor or shareholders sufficiently in advance so that the matter can be included in the notice convening the meeting; and*
- 9. any other matters specified in the notice convening the meeting; and*

elected:

- 10. the Chairman, Vice Chairman and other necessary members of the Board of Directors; and*
- 11. Auditors.”*

19. Proposal of the Nomination Board to amend its Charter

Outotec’s Nomination Board proposes that the Annual General Meeting resolve to amend Section 6 of the Charter of the Nomination Board so that the Nomination Board shall submit its proposals to the Board of Directors at the latest on 31 January preceding the Annual General Meeting.

The proposed new wording of Section 6 of the Charter of the Nomination Board is as follows:

“6 Proposals of the Nomination Board to the Annual General Meeting

The Nomination Board shall present and argue its proposals to the Annual General Meeting. The proposals shall be included in the notice of the Annual General Meeting and the Nomination Board must submit its contemplated proposals to the Board of Directors at the latest on 31 January preceding the Annual General Meeting.

The Nomination Board shall also provide a report on how its work was conducted.

The information shall be published on the website of Outotec Oyj.”

20. 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. The Annual Report 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 Monday, March 3, 2014. 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 at the latest on Monday, April 14, 2014.

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, Wednesday, March 19, 2014 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 Finnish 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 on Wednesday, March 26, 2014 at 10:00 a.m. (Finnish time) by giving a prior notice of participation, which shall be received by the company no later than on the above-mentioned time. Such notice can be given:

- a) through Outotec's website at the address www.outotec.com/agm;
- b) by telephone to +358 20 770 6865 from Monday to Friday between 9:00 a.m. and 4:00 p.m.;
- c) by e-mail to agm@outotec.com;
- d) by regular mail to Outotec Oyj, AGM 2014, 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 or proxy representative and the personal identification number of a proxy representative. The personal data given to Outotec Oyj is used only in connection with the Annual General Meeting and with the processing of related registrations.

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

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 Annual General Meeting, i.e. on Wednesday, March 19, 2014, 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 on Wednesday, March 26, 2014 at 10.00 a.m. (Finnish time). 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 Annual 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 at 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 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.

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

4. Advance voting

A shareholder, who has a Finnish book-entry account, may vote in advance on certain items of the agenda of the Annual General Meeting through the company's website during the time period February 7, 2014 – March 26, 2014, 10.00 a.m. (Finnish time). Unless a shareholder voting in advance will be present in the Annual General Meeting in person or by way of proxy representation, he/she may not be able to use his/her right according to the Companies Act to request information or a vote and if decision proposals have changed after the beginning of the advance voting period, his/her possibility to vote on such items may be restricted.

The conditions and instructions relating to the electronic advance voting can be found on the company's website www.outotec.com/agm. The Finnish book-entry account number of the shareholder is needed for voting in advance.

5. 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 183,121,492.

The Annual General Meeting will be conducted in Finnish.

Espoo, February 6, 2014

OUTOTEC OYJ

BOARD OF DIRECTORS