

OUTOTEC OYJ STOCK EXCHANGE RELEASE MARCH 30, 2015 AT 3:00 PM

Resolutions of Outotec Oyj's Annual General Meeting

Outotec Oyj's Annual General Meeting was held today, March 30, 2015, in Helsinki, Finland. The meeting was opened by the Chairman of the Board of Directors Dr Matti Alahuhta and chaired by Mr Jukka Laitasalo, 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 2014.

Dividend

The Annual General Meeting decided that a dividend of EUR 0.10 per share be paid for the financial year ended on December 31, 2014. The dividend record date is April 1, 2015, and the dividend will be paid on April 17, 2015.

The Board of Directors and auditors

The Annual General Meeting decided that the number of the Board members, including Chairman and Vice Chairman, shall be eight (8). Dr Matti Alahuhta, Ms Eija Ailasmaa, Ms Anja Korhonen, Mr Timo Ritakallio, Mr Björn Rosengren and Mr Poju Zabłudowicz were re-elected as members of the Board of Directors, and Mr Ian W. Pearce and Mr Klaus Cawén were elected as new members of the Board, for the term expiring at the end of the next Annual General Meeting.

The Annual General Meeting elected Matti Alahuhta as the Chairman and Timo Ritakallio as Vice 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 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 will be paid in cash and 40 percent in the form of Outotec Oyj shares, which will 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 will be paid no later than on April 30, 2015. The annual fees encompass the full term of office of the Board of Directors. The attendance fee will be paid in cash.

Public Accountants PricewaterhouseCoopers Oy was re-elected as the company's auditor. The auditor will be paid remuneration against the auditor's reasonable invoice approved by the company.

Board's authorizations

The Annual General Meeting authorized the Board of Directors to decide on the repurchase of an aggregate maximum of 18,312,149 of the company's own shares. The 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 trading on regulated market 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 Annual General Meeting further authorized 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 all 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 conveyance of own shares held by the company.

The Annual General Meeting further authorized the Board of Directors to decide on donations in the aggregate amount of EUR 70,000 to universities, institutions of higher education or other non-profit purposes. The donations can be made in one or more installments.

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

Amendment of Articles of Association

The Annual General Meeting decided to amend the Articles of Association Section 8, as well as subsections 6 and 11 of Section 11, of the company's Articles of Association so that the company shall have one Auditor which shall be an audit firm certified by the Central Chamber of Commerce.

Amendment of the Charter of the Nomination Board

The Annual General Meeting decided to amend the 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 15 February preceding the Annual General Meeting.

Board's assembly meeting

In its assembly meeting the Board of Directors elected Klaus Cawen, Anja Korhonen, Ian W. Pearce, and Timo Ritakallio as members of the Audit and Risk Committee. Anja Korhonen acts as the Chairman of the Audit and Risk Committee.

Eija Ailasmaa, Matti Alahuhta and Poju Zabłudowicz 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 14, 2015 at Outotec Oyj's head office and on the company's website.

OUTOTEC OYJ

Nina Kiviranta, General Counsel
tel. +358 20 529 2017, mobile +358 50 59 888 05

e-mail: nina.kiviranta@outotec.com

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NASDAQ OMX Helsinki
Main media
www.outotec.com