

## **THE PROPOSALS BY THE BOARD OF DIRECTORS AND THE NOMINATION BOARD OF OUTOTEC OYJ TO THE ANNUAL GENERAL MEETING APRIL 11, 2016**

### **Resolution on the use of the profit shown on the balance sheet and the payment of dividend**

The Board of Directors proposes to the Annual General Meeting that no dividend would be distributed for the financial year 2015.

### **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 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 Vice Chairman of the Board and Chairman of the Audit and Risk Committee each; 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% would be paid in cash and 40% in the form of Outotec Oyj shares, which would be acquired from the stock exchange within one week upon the AGM 2016 date, in amounts corresponding to EUR 28,800 for Chairman, EUR 19,200 for Vice Chairman and Chairman of the Audit and Risk Committee each, and EUR 14,400 for each of the other members of the Board. 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 May 11, 2016. The annual fees shall encompass the full term of office of the Board of Directors. The attendance fee shall be paid in cash.

### **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).

### **Election of members and Chairman as well as Vice 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, Anja Korhonen, Timo Ritakallio, Chaim (Poju) Zabludowicz, Ian W. Pearce and Klaus Cawén be re-elected as members of the Board for the term ending at the closing of the Annual General Meeting 2017. The Nomination Board also proposes that Patrik Nolåker be elected as a new member of the Board.

The Nomination Board proposes that the Annual General Meeting resolves to elect Matti Alahuhta as Chairman of the Board of Directors and Timo Ritakallio as Vice Chairman of the Board of Directors for the term ending at the closure of the Annual General Meeting 2017.

All candidates have given their consent to the election. More information on the nominees is available on the company's website at [www.outotec.com/agm](http://www.outotec.com/agm).

### **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.

### **Election of Auditor**

On the recommendation of the Audit and Risk Committee, the Board of Directors proposes to the Annual General Meeting that Authorised Public Accountants PricewaterhouseCoopers Oy be elected as the company's Auditor for the term ending at the closing of the Annual General Meeting 2017.

### **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 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 authorization shall be in force until the closing of the next Annual General Meeting.

### **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 all terms of the issuance of shares and of special

rights entitling to shares and it is entitled to deviate from the shareholders' preemptive 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 authorization shall be in force until the closing of the next Annual General Meeting.