

## **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 Tuesday, March 27, 2018 at 2:00 p.m. (Finnish time) at Messukeskus, Conference Centre entrance, Messuaukio 1, 00520 Helsinki, Finland. The reception of persons who have registered for the Annual General Meeting and the distribution of voting tickets will commence at the venue at 1:00 p.m.

### **A. MATTERS ON THE AGENDA OF THE ANNUAL GENERAL MEETING**

#### **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 Financial Statements, the report of the Board of Directors and the Auditor's report for the year 2017**

- Review by the CEO

#### **7. Adoption of the Financial Statements**

#### **8. 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 2017.

#### **9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability**

#### **10. 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 a period of one week commencing on second trading day following the publication of interim report regarding the period January 1, 2018 – March 31, 2018, 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 June 30, 2018. The annual fees shall encompass the full term of office of the Board of Directors. The attendance fee shall be paid in cash.

#### **11. 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).

#### **12. 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, Timo Ritakallio, Eija Ailasmaa, Klaus Cawén, Anja Korhonen, Patrik Nolåker and Ian W. Pearce be re-elected as members of the Board and that Hanne de Mora be elected as a new member of the Board for the term ending at the closure of the Annual General Meeting 2019.

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 2019.

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).

#### **13. 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.

#### **14. 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 2019. PricewaterhouseCoopers Oy has announced that it will appoint Markku Katajisto, APA, as the principally responsible auditor.

#### **15. 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 authorizes 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.

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

#### **17. 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](http://www.outotec.com/agm). The Financial Statements 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 Tuesday, March 6, 2018. 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 Tuesday, April 10, 2018.

##### **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, Thursday, March 15, 2018 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 Thursday, March 22, 2018 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](http://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](mailto:agm@outotec.com);
- d) by regular mail to Outotec Oyj, AGM 2018, P.O. Box 1000, 02231 Espoo, Finland; or
- e) by telefax to +358 20 529 2200.

In connection with the registration, a shareholder shall notify his/her name, 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 Thursday, March 15, 2018, 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 temporarily registered into the shareholders' register held by Euroclear Finland Ltd. at the latest on Thursday, March 22, 2018 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 temporary registration in the 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 manager of the custodian bank has to register a holder of nominee registered shares, who wants to participate in the Annual General Meeting, temporarily into the 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](http://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. 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 2, 2018

OUTOTEC OYJ

BOARD OF DIRECTORS