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ANNUAL GENERAL MEETING OF OUTOTEC OYJ

Time: 14 March 2019 at 1.00 p.m.

Place: Helsinki Hall of the Finlandia Hall, at the address of Mannerheimintie 13e, 00100 Helsinki

Present: The shareholders set out in the list of votes ([Appendix 1](#)) were present at the meeting, in person or represented.

In addition, members of the Board of Directors, the CEO, the company's auditor, members of the company's senior management and technical personnel were present at the meeting.

1 §

OPENING OF THE MEETING

The Chairman of the Board of Directors Matti Alahuhta opened the meeting, welcomed the persons present and gave an account of the activities of the Board of Directors.

2 §

CALLING THE MEETING TO ORDER

Attorney-at-Law Jukka Laitasalo was elected as chairman of the General Meeting and he called General Counsel Nina Kiviranta to act as secretary.

The chairman explained the procedures for handling the matters on the agenda of the meeting.

It was noted that the meeting was conducted in Finnish.

It was noted that the notice to the meeting including the proposals to the General Meeting had been made public by a stock exchange release and on the company's website on 8 February 2019. A document containing all the proposals to the General Meeting was attached to the minutes ([Appendix 2](#)).

The chairman noted that the company had been provided in advance with voting instructions of certain nominee registered shareholders. Representatives of these shareholders had informed that their principals are in favour of or oppose certain items on the agenda of the General Meeting, or that they will abstain from voting, however without presenting counterproposals.

The chairman noted that according to information he had received, the nominee registered shareholders have announced that they would not call for voting in such agenda items where the shareholder's instruction is to oppose the proposal or to abstain from voting, provided that it may be clearly stated, on the basis of voting instructions forwarded in advance and views expressed at the meeting, that the majority of votes required in the matter concerned and of the shares represented at the meeting agreed

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with the proposal presented to the meeting.

The supporting, opposing or abstaining votes of the shareholders had been entered into a summary list, which was presented to the meeting. It was noted that the summary of the statements will be attached to the minutes under this agenda item ([Appendix 3](#)), and that no entries regarding the statements will be recorded on the minutes under the agenda items below.

The chairman noted that to the extent the summary list contains opposing votes without counterproposal on such agenda items that may not be opposed without presenting a counterproposal, such votes cannot be recorded as votes opposing the proposal in question.

The representatives of the nominee registered shareholders confirmed that the procedure described above is acceptable for the nominee registered shareholders represented by them.

3 §

ELECTION OF PERSONS TO SCRUTINIZE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES

Olli Happonen was elected to scrutinize the minutes, and Veikko Niininen and Tiia-Mari Teikari were elected to supervise the counting of votes.

4 §

RECORDING THE LEGALITY OF THE MEETING

It was noted that the notice to the meeting had been published on the company's website on 8 February 2019 in accordance with the resolution of the Board of Directors.

It was noted that the General Meeting had been convened in accordance with the Articles of Association and the Companies Act.

The notice to the meeting was attached to the minutes ([Appendix 4](#)).

5 §

RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES

A list of attendees as of the beginning of the meeting and a list of votes represented at the meeting, according to which 349 shareholders were present either in person, by legal representative or by proxy, were presented. It was noted that 91,613,522 shares and votes were represented at the beginning of the meeting.

The list of attendees at the beginning of the meeting and the list of votes represented at the meeting were attached to the minutes ([Appendix 1](#)). It was noted that the list of votes would be updated to correspond to the attendance at the beginning of a possible vote.

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6 §

PRESENTATION OF THE FINANCIAL STATEMENTS, THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITOR'S REPORT FOR THE YEAR 2018

It was noted that the company's financial statements documents had been available on the company's website since 21 February 2019, in addition to which they were also available at the meeting.

CEO Markku Teräsvasara presented a review of company's activities during the financial year 2018.

The CEO's report was attached to the minutes ([Appendix 5](#)).

The financial statements and the report by the Board of Directors for the financial year 1 January 2018–31 December 2018 were presented.

The financial statements documents were attached to the minutes ([Appendix 6](#)).

Matti Alahuhta, the Chairman of the Board of Directors, gave an account to the General Meeting of the remuneration principles in place within the company.

The principally responsible auditor of the company, APA Markku Katajisto, held a presentation to the General Meeting on the audit and presented the auditors' report which was attached to the minutes ([Appendix 7](#)).

7 §

ADOPTION OF THE FINANCIAL STATEMENTS

The General Meeting adopted the financial statements for the financial year 1 January 2018 – 31 December 2018.

8 §

RESOLUTION ON THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND THE PAYMENT OF DIVIDEND

It was noted that the Board of Directors had proposed to the General Meeting that no dividend would be distributed for the financial year 2018.

The General Meeting resolved to approve the proposal of the Board of Directors.

9 §

RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE CEO FROM LIABILITY

The General Meeting resolved to discharge the members of the Board of Directors and the CEO from liability for the financial year 1 January 2018–31 December 2018.

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It was recorded that the members of the Board of Directors and the CEO did not participate in the handling of this agenda item due to disqualification.

10 §

RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

Chairman of the Nomination Board Annareetta Lumme-Timonen presented to the General Meeting the proposals of the Nomination Board for the remuneration of the members of the Board of Directors, number of the members of the Board of Directors and for the election of the members, Chairman and the Vice-Chairman of the Board of Directors (agenda items 10-12).

It was recorded that the proposals of the Nomination Board will be handled at the meeting in connection with respective agenda item.

It was noted that Outotec Oyj's Nomination Board had proposed 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, 2019–March 31, 2019, 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, 2019. The annual fees shall encompass the full term of office of the Board of Directors. The attendance fee shall be paid in cash.

The General Meeting resolved to approve the proposal of the Nomination Board.

11 §

RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS

It was noted that according to the Articles of Association the Board of Directors comprises a minimum of five and a maximum of ten members.

It was noted that Outotec Oyj's Nomination Board had proposed to the Annual General Meeting that the number of the members of the Board of Directors be eight (8).

The General Meeting resolved that the number of the members of the Board of Directors shall be eight (8).

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12 §

ELECTION OF MEMBERS AND CHAIRMAN AS WELL AS VICE CHAIRMAN OF THE BOARD OF DIRECTORS

It was noted that the term of office for a member of the Board of Directors begins as of the General Meeting in which the member of the Board of Directors has been elected and expires at the closure of the first Annual General Meeting following the election. The Chairman and the Vice Chairman of the Board of Directors shall be elected by the General Meeting.

It was noted that Outotec Oyj's Nomination Board had proposed to the Annual General Meeting that of the current members of the Board of Directors, Matti Alahuhta, Klaus Cawén, Anja Korhonen, Hanne de Mora, Patrik Nolåker and Ian W. Pearce be re-elected as members of the Board and that Anu Hämäläinen and Teija Sarajärvi be elected as new members of the Board for the term ending at the closure of the Annual General Meeting 2020.

In addition, the Nomination Board had proposed that the General Meeting resolves to elect Matti Alahuhta as Chairman of the Board of Directors and Ian W. Pearce as Vice Chairman of the Board of Directors.

It was noted that all candidates have given their consent for the election.

The General Meeting resolved to elect the members and the Chairman as well as the Vice Chairman of the Board of Directors in accordance with the proposal of the Nomination Board.

13 §

RESOLUTION ON THE REMUNERATION OF THE AUDITOR

It was noted that on the recommendation of the Audit and Risk Committee, the Board of Directors had proposed to the Annual General Meeting that the elected auditor's fees be paid according to the auditor's reasonable invoice approved by the company.

The General Meeting resolved to approve the Board of Directors proposal on the remuneration of the auditor.

14 §

ELECTION OF AUDITOR

It was noted that according to the Articles of Association the company shall have one auditor which shall be an audit firm certified by the Central Chamber of Commerce. The auditor's term of office shall expire at the conclusion of the first Annual General Meeting following the election.

It was noted that on the recommendation of the Audit and Risk Committee, the Board of

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Directors had proposed 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 2020. PricewaterhouseCoopers Oy had announced that it will appoint Pasi Karppinen, APA, as the principally responsible auditor.

The General Meeting resolved, in accordance with the proposal of the Board of Directors, that PricewaterhouseCoopers Oy, Authorized Public Accountants, be elected as the company's auditor.

15 §

AUTHORIZING THE BOARD OF DIRECTORS TO DECIDE ON THE REPURCHASE OF THE COMPANY'S OWN SHARES

It was noted that the Board of Directors had proposed to the Annual General Meeting that the Board of Directors be authorized to decide on the repurchase of an aggregate maximum of 18,312,149 of the company's own shares as follows:

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.

The General Meeting resolved to approve the proposal of the Board of Directors.

16 §

AUTHORIZING THE BOARD OF DIRECTORS TO DECIDE ON THE ISSUANCE OF SHARES AND THE ISSUANCE OF SPECIAL RIGHTS ENTITLING TO SHARES

It was noted that the Board of Directors had proposed to the Annual General Meeting that the Board of Directors be authorized 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

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of own shares held by the company. The authorization shall be in force until the closing of the next Annual General Meeting.

The General Meeting resolved to approve the proposal of the Board of Directors.

**17 §
CLOSING OF THE MEETING**

The chairman noted that the items on the agenda had been attended to and that the minutes of the meeting would be available on the company's website as from 28 March 2019 at the latest, and announced the meeting closed.

Chairman of the General Meeting:

JUKKA LAITASALO
Jukka Laitasalo

In fidem:

NINA KIVIRANTA
Nina Kiviranta

Minutes reviewed and confirmed by:

OLLI HAPPONEN
Olli Happonen