

OUTOTEC OYJ STOCK EXCHANGE RELEASE MARCH 14, 2019 AT 4:30 PM

Resolutions of Outotec Oyj's Annual General Meeting

Outotec Oyj's Annual General Meeting was held today, March 14, 2019 in Helsinki, Finland. The meeting was opened by the Chairman of the Board of Directors Mr. 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 CEO from liability for the financial year 2018.

Dividend

The Annual General Meeting decided that no dividend be distributed for the financial year ended on December 31, 2018.

The Board of Directors and auditor

The Annual General Meeting decided that the number of the Board members, including Chairman and Vice Chairman, shall be eight (8). Mr Matti Alahuhta, Mr Klaus Cawén, Ms Anja Korhonen, Mr Patrik Nolåker, Ms Hanne de Mora and Mr Ian W. Pearce were re-elected as members of the Board of Directors and Ms Anu Hämäläinen and Ms Teija Sarajärvi were elected as new members of the Board of Directors for the term expiring at the closing of the next Annual General Meeting.

The Annual General Meeting elected Matti Alahuhta as the Chairman and Ian W. Pearce 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 the Vice Chairman of the Board and the 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 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 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 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 June 30, 2019. The annual fees encompass the full term of office of the Board of Directors. The attendance fee will be paid in cash.

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

Board's assembly meeting

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

Matti Alahuhta, Patrik Nolåker, Hanne de Mora and Teija Sarajärvi will act as members of the Human Capital Committee. Hanne de Mora acts 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 March 28, 2019 at Outotec Oyj's head office and on the company's website.

OUTOTEC OYJ

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