

January 23, 2014 at 9.45 am EET

## **OUTOKUMPU – NOTICE TO THE EXTRAORDINARY GENERAL MEETING**

Notice is given to the shareholders of Outokumpu Oyj to the Extraordinary General Meeting to be held on Friday, February 14, 2014 at 2.00 pm EET in the Dipoli Congress Center in Otaniemi, address Otakaari 24, Espoo, Finland.

The reception of persons who have registered for the meeting and the distribution of voting tickets will start at 1.00 pm EET.

### **A. Matters on the agenda of the Extraordinary General Meeting**

At the Extraordinary General Meeting, the following matters will be considered:

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 the votes
4. Recording of the legality of the meeting
5. Recording of the attendance at the meeting and adoption of the list of votes
6. Authorizing the Board of Directors to decide on a share issue

The Board of Directors proposes that the Extraordinary General Meeting authorizes the Board of Directors to undertake a share issue for consideration in which shareholders have the right to subscribe for new shares in proportion to their existing holdings of the shares of the company. The Board of Directors has the right to decide upon the offering to parties determined by the Board of Directors of any shares that may remain unsubscribed for pursuant to the shareholders' pre-emptive subscription right. A maximum number of 65 000 000 000 new shares may be issued in the share issue. The Board of Directors is authorized to determine the other terms and conditions of the share issue.

The share issue authorization of the Board of Directors shall be in force until December 31, 2014 and it does not revoke the share issue authorization given by the Annual General Meeting on March 18, 2013.

7. Closing of the meeting

### **B. Documents of the Extraordinary General Meeting**

This notice, which includes the proposal of the Board of Directors, is available on the company's website at [www.outokumpu.com/en/investors/General-meetings/](http://www.outokumpu.com/en/investors/General-meetings/). The following documents are also available on the above-mentioned website: (i) the Financial Statements 2012, including the company's latest annual accounts, the related review of the Board of Directors and the related auditor's report, (ii) the interim reports for the first, second and third quarter of 2013, (iii) the decisions on the distribution of assets made after the end of the financial year 2012 and (iv) the statement by the Board of Directors on the events which have occurred after the preparation of the interim report for the third quarter 2013 and have a material effect on the position of the company. The documents of the Extraordinary General Meeting will be supplemented with the Financial Statements Bulletin 2013 after its publication which is expected to take place on February 13, 2014. The above-mentioned proposal and documents are also available at the meeting. Copies of these documents and of this notice will be sent to a shareholder upon request. The minutes of the meeting will be available on the above-mentioned website as of February 28, 2014 at the latest.

### **C. Instructions for the participants in the Extraordinary General Meeting**

1. Shareholders registered in the shareholders' register

Each shareholder, who is registered on February 4, 2014 in the shareholders' register of the company held by Euroclear Finland Ltd., has the right to participate in the Extraordinary 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 registered in the company's shareholders' register, who wants to participate in the Extraordinary General Meeting, shall register for the meeting no later than on February 10, 2014 by 4.00 pm EET by giving a prior notice of the participation, which has to be received by the company no later than on the above-mentioned time. Such notice can be given:

- a) on the company's website at [www.outokumpu.com/en/investors/General-meetings/](http://www.outokumpu.com/en/investors/General-meetings/),
- b) by e-mail to [egm.outokumpu@innovatics.fi](mailto:egm.outokumpu@innovatics.fi),
- c) by fax +358 9 421 2428,
- d) by phone +358 9 421 2474 or +358 9 421 3808, Mon to Fri from 12.00 pm to 4.00 pm EET or
- e) by regular mail to: Outokumpu Oyj, Share Register, P.O. Box 140, FI-02201 Espoo, Finland.

In connection with the registration, a shareholder shall notify his/her name, personal identification number, 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 the company is used only in connection with the Extraordinary General Meeting and with the processing of the related registrations.

The shareholder, his/her authorized representative or proxy representative shall, where necessary, be able to prove his/her identity and right of representation.

## 2. Holders of nominee-registered shares

A holder of nominee-registered shares has the right to participate in the Extraordinary General Meeting by virtue of such shares, based on which he/she on February 4, 2014 would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. The right to participate in the Extraordinary General Meeting requires, in addition, that the shareholder on the basis of such shares has been registered into the temporary shareholders' register held by Euroclear Finland Ltd. at the latest by February 11, 2014 by 10.00 am EET. As regards nominee-registered shares, this constitutes due registration for the Extraordinary General Meeting.

A holder of nominee-registered shares is advised to request, without delay, the necessary instructions regarding the registration in the temporary shareholders' register of the company, the issuing of proxy documents and registration for the Extraordinary General Meeting from his/her custodian bank. The account management organization of the custodian bank has to register a holder of nominee-registered shares, who wants to participate in the Extraordinary General Meeting, into the temporary shareholders' register of the company at the latest by the time stated above.

## 3. Proxy representative and powers of attorney

A shareholder may participate in the Extraordinary General Meeting and exercise his/her rights at the 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 Extraordinary General Meeting. When a shareholder participates in the Extraordinary 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 Extraordinary General Meeting. Possible proxy documents should be delivered to Outokumpu Oyj, Share Register, P.O. Box 140, FI-02201 Espoo, Finland prior to the end of the registration period.

#### 4. Other instructions and information

Pursuant to Chapter 5, Section 25 of the Companies Act, a shareholder who is present at the Extraordinary General Meeting has the right to request information with respect to the matters to be considered at the meeting.

The date of this notice to the Extraordinary General Meeting, on January 22, 2014, the total number of the shares in the company is 2 078 081 348 shares, which represent the same number of votes.

Espoo, January 22, 2014

Outokumpu Oyj  
Board of Directors

For more information:

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Outokumpu is the global leader in stainless steel and high performance alloys. We create advanced materials that are efficient, long lasting and recyclable – thus building a world that lasts forever. Stainless steel, invented a century ago, is an ideal material to create lasting solutions in demanding applications from cutlery to bridges, energy and medical equipment: it is 100% recyclable, corrosion-resistant, maintenance-free, durable and hygienic. Outokumpu employs more than 15 000 professionals in more than 40 countries, with headquarters in Espoo, Finland and shares listed in the NASDAQ OMX Helsinki. [www.outokumpu.com](http://www.outokumpu.com)