

## **Charter of the Shareholders' Nomination Board of Outotec Oyj**

### **1 Rationale**

The Shareholders' Nomination Board (the "Nomination Board") of Outotec Oyj is a body consisting of major shareholders' representatives responsible for preparing the proposals to the General Meeting of Shareholders for the election and remuneration of the members of the Board of Directors.

The Nomination Board shall ensure that the composition of the Board of Directors represents a sufficient level of knowledge and expertise given the needs of Outotec Oyj, and for this purpose to prepare proposals for the election and remuneration of the Board of Directors members to the General Meeting of Shareholders.

### **2 Election and composition of the Nomination Board**

The Nomination Board shall consist of four (4) members. Three of the members shall represent the three shareholders who on 1 October (the "Value Day") preceding the Annual General Meeting represent the largest number of the votes of all shares in the company and who wish to participate in the nomination process. The Chairman of the Board of Directors shall be the fourth member of the Nomination Board. The Chairman of the Board of Directors convenes the first meeting of the Nomination Board and the representative of the largest shareholder shall be the Chairman of the Nomination Board unless otherwise decided by the Nomination Board.

The largest shareholders are determined on the basis of their shareholdings registered in the Company's shareholders' register held by Euroclear Finland Ltd. In the event that a shareholder who has an obligation to take such ownership into account when making notifications regarding changes in ownership (shareholder subject to flagging notification), notifies the Chairman of the Board of Directors thereof in writing at the latest on the Value Day, the shareholding of such shareholder divided between two or more funds or group companies shall be counted as one. If two or several shareholders have an equally large ownership and it is not possible to nominate a representative of both or all of such shareholders to the Nomination Board, the right to nominate a member shall be decided by drawing lots. In the event that a shareholder does not wish to use his/her right to appoint a member to the Shareholders' Nomination Board, the right to appoint shall be transferred to the next largest shareholder in the Company's shareholders' register, who would otherwise not have a right to appoint.

The term of the office of the Nomination Board shall automatically cease when the members of a new Nomination Board have been nominated. In the event a shareholder has divested more than half of its shareholding upon appointment, and as result of the divestment no longer falls under the ten largest shareholders of Outotec Oyj, the appointed representative of such shareholder shall resign on his/her own initiative. The Nomination Board may, at its sole discretion, request the next largest Outotec Oyj shareholder as registered in the company's shareholders' register of the day of the request to appoint a new member to replace a prematurely vacated seat. The Nomination Board must always ensure that a new member of the Nomination Board is nominated if the number of Nomination Board members decreases to less than three.

### **3 Decision-making**

The Nomination Board shall have a quorum when at least three of its members are present. No decision shall be made unless all members have been given timely opportunity to become prepared to the meeting.

All decisions of the Nomination Board shall be unanimous.

All decisions of the Nomination Board must be recorded in minutes of meeting. The minutes shall be dated and signed by the Chairman together with one other member and the secretary of the meeting.

## **4 Tasks of the Nomination Board**

The tasks of the Nomination Board shall consist of:

- Preparation and presentation to the General Meeting of Shareholders of matters pertaining to the number of the members of the Board of Directors in accordance with the Articles of Association
- Preparation and presentation to the General Meeting of Shareholders of matters pertaining to the appointment of the members of the Board of Directors and its Chairman and Vice Chairman
- Preparation and presentation to the General Meeting of Shareholders of matters pertaining to the remuneration of the members of the Board of Directors
- Succession planning for the members of the Board of Directors.

### **4.1 Proposal preparation principles and annual work assessment**

Proposals to be presented to the General Meeting of Shareholders on the composition of the Board of Directors are prepared by the Nomination Board. However, any shareholder of the company may also make such a proposal directly to the General Meeting of Shareholders.

The performance of the Board of Directors shall be assessed annually. The Nomination Board shall take the results of the assessment into account in its work. The Nomination Board may always retain, at its sole discretion, an outside consultant for candidate search.

### **4.2 Qualifications and expertise requirements for Board of Directors member**

All members of the Board of Directors of Outotec Oyj shall have necessary professional skills and personality to meet the requirements for efficient board work. In fulfilling its tasks the Nomination Board shall closely follow all requirements set by legislation and self-regulatory framework, including the Finnish Corporate Governance Code.

In particular, the Board of Directors as a group shall have sufficient knowledge of and competence in:

- the business and markets of Outotec and especially in sustainable technology;
- management and administration;
- finance and accounting; and
- corporate governance.

In performing its tasks the Nomination Board shall take into account the independence requirements of the Finnish Corporate Governance Code and the relevant Stock Exchange rules.

## **5 Chairman of the Nomination Board and his/her duties**

The overall task of the Chairman of the Nomination Board is to lead the activities of the Nomination Board in such way that the Nomination Board achieves its objectives efficiently while observing the interests and expectations of the shareholders and Outotec.

In this context the Chairman convenes and chairs the meetings of the Nomination Board, and supervises that the Nomination Board meetings set out in the timetable are convened. The Chairman further convenes unscheduled meetings, if deemed necessary, or if requested by a Nomination Board member. Said meetings shall be held within 14 days as of the date of request.

## **6 Proposals of the Nomination Board to the Annual General Meeting**

The Nomination Board shall present and argue its proposals to the Annual General Meeting. The proposals shall be included in the notice of the Annual General Meeting and the Nomination Board must submit its contemplated proposals to the Board of Directors at the latest on 15 February preceding the Annual General Meeting.

The Nomination Board shall also provide a report on how its work was conducted.

The information shall be published on the website of Outotec Oyj.

## **7 Confidentiality**

The Nomination Board members and shareholders they represent shall keep the information regarding the proposals confidential until the final decision has been made by the Nomination Board and published by Outotec. The Chairman of the Nomination Board may recommend to the Board of Directors of the company that the company should enter into non-disclosure agreements with the shareholders with respect to their representative in the Nomination Board.

## **8 Amendments to this charter and authorization**

The Nomination Board shall review this charter annually and propose possible changes to the Annual General Meeting.

The Nomination Board is authorized to execute necessary technical updates and amendments to this charter.