

ANNUAL GENERAL MEETING OF WÄRTSILÄ CORPORATION

Date: 8 March 2018, 15:15–16:37.

Time: Conference Centre at Messukeskus Helsinki, Expo and Convention Centre

Attendance: Shareholders included in the list of votes confirmed at the meeting were recorded as being present, in person or by proxy.

Also present at the meeting were all members of the Board of Directors, the President and CEO, the auditor, and members of the company's senior management.

1

OPENING OF THE MEETING

Wärtsilä Corporation's Chairman of the Board of Directors Mikael Lilius opened the meeting.

2

CALL TO ORDER

Advocate, Master of Laws Juha Väyrynen was elected as Chairman of the Annual General Meeting. The Chairman invited Executive Vice President Kari Hietanen to act as the secretary of the Annual General Meeting.

The Chairman described the meeting procedures for handling the matters included on the agenda.

It was noted that the Annual General Meeting would be held in Finnish and Swedish, and that when speaking at the meeting the participants could use Finnish, Swedish or English.

It was noted that the proposals of the Board of Directors and its committees were published as a stock exchange release and on the company's website on 31 January 2018.

The Chairman noted that certain nominee-registered shareholders had submitted voting instructions to the company prior to the Annual General Meeting, and then proceeded to describe said voting instructions. A summary list of the voting instructions was appended to the minutes.

Skandinaviska Enskilda Banken AB (Publ) Helsinki Branch's (SEB's) representative Thomas Ellis stated he represented several nominee-registered shareholders, on whose number of shares and voting instructions he had provided information to the Chairman of the meeting.

The representative announced that his clients did not require voting in those items of the agenda where he had been instructed to vote against the proposal or not to participate in the discussion of the matter, but that it would be sufficient to append the voting instructions to the minutes.

Nordea Bank AB (publ) Finland branch's (Nordea's) representative Anna Suvola and Svenska Handelsbanken's representative Helena Rosenström stated correspondingly regarding the voting instructions and procedures of their clients.

The Chairman noted that the proposed procedures would be followed in the Annual General Meeting. He also noted that the opposing votes included in the summary list would be recorded in the minutes under the relevant item on the agenda only to the extent that they were given in favour of a counter-proposal eligible to vote.

It was noted that the summary list of the voting instructions provided by the shareholders represented by SEB, Nordea and Svenska Handelsbanken will be appended to the minutes (Appendix 1).

**3
ELECTION OF PERSONS TO SCRUTINISE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES**

Jan Telford and Eeva Kainulainen were elected as scrutinisers of the minutes.

Pekka Ahlqvist and Janne Yliheikkilä were elected to supervise the counting of the votes.

**4
RECORDING THE LEGALITY OF THE MEETING**

It was noted that the notice convening the meeting had been published on 31 January 2018 on the company's website.

It was noted that the Annual General Meeting had been convened in compliance with the company's articles of association and the provisions of the Limited Liability Companies Act. Based on this, a quorum was ascertained.

The notice convening the meeting was appended to the minutes (Appendix 2).

**5
RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES**

The list of participants and the list of votes at the opening of the meeting were presented, according to which 1,795 shareholders were present, either personally or represented by a statutory or authorised representative. It was recorded that 112,402,425 shares and votes were represented at the opening of the meeting.

The list of participants and the list of votes as at the opening of the meeting were appended to the minutes (Appendix 3). It was noted that at the beginning of any vote the list of votes would be confirmed to correspond with the attendance of the meeting.

**6
PRESENTATION OF THE FINANCIAL STATEMENTS, ANNUAL REPORT AND AUDITOR'S REPORT FOR 2017**

President and CEO Jaakko Eskola presented a review of the company's operational and financial performance in 2017. He also described the company's current position and objectives, topical business developments, and future outlook. The President and CEO's presentation materials were appended to the minutes (Appendix 4).

The financial statements for the financial period 1 January – 31 December 2017 were presented, including the profit and loss account, balance sheet and cash flow statement, with notes, as well as the consolidated financial statements and the Report of the Board of Directors. It was recorded that the financial statements of the parent company had been prepared in accordance with the Finnish Accounting Standards (FAS), while the consolidated financial statements had been prepared in accordance with the International Financial Reporting Standards (IFRS).

It was noted that the financial statement documentation had been available on the company's website since 15 February 2018, in addition to which the documentation was available at the meeting venue.

All the financial statement documents were appended to the minutes (Appendix 5).

The Auditor's Report was presented and then appended to the minutes (Appendix 6).

7

ADOPTION OF THE FINANCIAL STATEMENTS AND CONSOLIDATED FINANCIAL STATEMENTS

The financial statements and consolidated financial statements for the financial period 1 January – 31 December 2017 were adopted.

8

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

It was noted that the total distributable funds of the parent company on the balance sheet date 31 December 2017 were EUR 1,002,092,268.56, of which the profit for the financial period was EUR 161,085,555.55.

It was noted that the Board of Directors had proposed that a dividend of EUR 1.38 per share, a total of EUR 272,192,759.40, be paid from the parent company's distributable funds. According to the proposal, the dividends will be paid in two instalments.

The first dividend payment, EUR 0.69 per share, will be paid to shareholders who, on the dividend record date of 12 March 2018, were registered in the company's shareholders' register held by Euroclear Finland Oy. The Board proposes that the dividends for this instalment be paid on 19 March 2018.

The second dividend payment will be paid in September 2018. The second instalment will be divided between one old and, according to the stock split decided under Section 16 of these minutes, two new shares in such a manner that EUR 0.23 will be paid per each share.

The second dividend instalment will be paid to shareholders who on the dividend record date were registered in the company's shareholders' register held by Euroclear Finland Oy. The Board will decide in its meeting, set for 18 September 2018, on the record and payment dates of the second dividend instalment. According to the present rules of the Finnish book-entry securities system, the dividend record date will then be 20 September 2018 and the dividend payment date 27 September 2018.

It was noted that the Board of Directors had also proposed that the remaining part of the profit be transferred to the retained earnings account.

The proposal of the Board of Directors was appended to the minutes (Appendix 7).

The Annual General Meeting resolved, according to the proposal of the Board of Directors, that a dividend of EUR 1.38 per share, totalling EUR 272,192,759.40, be paid from the parent company's distributable funds.

9

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

It was noted that the resolution on the discharge from liability for the financial period 1 January – 31 December 2017 concerned the following persons:

Mikael Lilius, Chairman of the Board
Sune Carlsson, Vice Chairman of the Board until 2 March 2017
Tom Johnstone, Board member until 2 March 2017, Vice Chairman as of 2 March 2017
Maarit Aarni-Sirviö, Board member
Kaj-Gustaf Bergh, Board member
Karin Falk, Board member as of 2 March 2017
Johan Forssell, Board member as of 2 March 2017

Risto Murto, Board member
Gunilla Nordström, Board member until 2 March 2017
Markus Rauramo, Board member
Jaakko Eskola, President & CEO

It was resolved to grant discharge from liability to the above members of the Board of Directors and President & CEO.

**10
PRINCIPLES OF COMPENSATION**

Mikael Lilius, Chairman of the Board, presented an overview of the company's principles of compensation (Appendix 8).

**11
RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS**

It was resolved, in accordance with the proposal of the Nomination Committee of the Board of Directors that the Board members elected for the term of office ending at the closing of the 2019 Annual General Meeting be paid the following annual remuneration:

EUR 140,000 to the Chairman of the Board, EUR 105,000 to the Deputy Chairman of the Board, and EUR 70,000 to each other Board member.

Each member of the Board of Directors will also be paid a fee of EUR 750 for each Board meeting that they attend. The Chairman of the meeting will be paid the fee, increased by 100%.

In addition, the Chairman of the Audit Committee will be paid a fixed fee of EUR 20,000 and each member a fixed fee of EUR 10,000 for the term of office, the Chairman of the Remuneration Committee a fixed fee of EUR 10,000 and each member a fixed fee of EUR 5,000 for the term of office, and the Chairman of the Nomination Committee a fixed fee of EUR 8,000 and each member a fixed fee of EUR 4,000 for the term of office.

Approximately 40% of the annual remuneration of the Board will be paid in Wärtsilä Corporation shares, and the remaining portion in cash, from which tax will be deducted on the basis of the total annual remuneration. The company will reimburse for the transaction expenses and cost of transfer tax. The attendance fees of the Board and the fixed fees for committee work will be paid in cash. Travel expenses will be reimbursed in accordance with the company travel policy.

**12
RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS**

It was noted that, pursuant to the Articles of Association, the Board of Directors shall comprise no fewer than five and no more than ten members, and that the Board of Directors currently has eight members.

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

In accordance with the proposal of the Nomination Committee of the Board of Directors, the Annual General Meeting resolved that the number of members of the company's Board of Directors be confirmed as eight (8).

**13
ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS**

It was noted that, in accordance with the Articles of Association, Board members shall be elected for a one-year term, starting on the day of the Annual General Meeting in which the

election was held and ending at the closing of the first Annual General Meeting following the election.

It was noted that the Nomination Committee of the Board of Directors had proposed to the Annual General Meeting that, for the term of office ending at the closing of the 2019 Annual General Meeting, the following persons be re-elected as Board members:

Maarit Aarni-Sirviö
Kaj-Gustaf Bergh
Karin Falk
Johan Forssell
Tom Johnstone
Mikael Lilius
Risto Murto and
Markus Rauramo

It was noted that the persons listed above had agreed to accept their nomination.

It was resolved, in accordance with the proposal of the Nomination Committee of the Board, to elect the following persons as Board members for the term of office ending at the closing of the 2019 Annual General Meeting:

Maarit Aarni-Sirviö
Kaj-Gustaf Bergh
Karin Falk
Johan Forssell
Tom Johnstone
Mikael Lilius
Risto Murto and
Markus Rauramo.

14

RESOLUTION ON THE REMUNERATION OF THE AUDITOR

It was resolved that the remuneration to the auditor be paid in accordance with the auditor's invoice, approved by the company.

15

ELECTION OF AUDITOR

It was noted that, in accordance with the Articles of Association, the company shall have one auditor, which must be an audit firm approved by the Finland Chamber of Commerce. For the previous financial period, the company's auditor was public accountants PricewaterhouseCoopers Oy, with Tomi Hyryläinen acting as the responsible auditor.

It was resolved that the elected auditor will be requested to provide a statement on the discharge of liability and the distribution of profit for 2018.

The Annual General Meeting decided in accordance with the Audit Committee's proposal that public accountants PricewaterhouseCoopers Oy be elected as the company's auditor for 2018.

16

FREE SHARE ISSUE (STOCK SPLIT)

It was resolved to approve the Board of Director's proposal (Appendix 9) for a free share issue. The shareholders will be issued new shares in proportion to their shareholding in such a manner that two new shares will be issued per each share (so-called split). The total number of shares issued will be 394,482,260. The shares will be issued to shareholders who, on the

dividend record date, 12 March 2018, were registered in the company's shareholders' register held by Euroclear Finland Oy. The new shares will not entitle their holders to the first dividend payment in March 2018, but they will entitle their holders to the second dividend payment in September 2018.

17

AUTHORISATION REGARDING THE PURCHASE AND TRANSFER OF COMPANY SHARES

It was resolved to approve the Board of Directors' proposal for granting authorisation regarding the purchase and transfer of company shares (Appendix 10).

Provided that the new shares issued in the free share issue resolved under Section 16 have been registered, the Board of Directors was authorised to resolve on the purchase of no more than 57,000,000 company shares, in accordance with the proposal of the Board of Directors.

The purchase authorisation shall remain in force until the end of the first Annual General Meeting following the resolution, but no later than 18 months from the resolution made at the Annual General Meeting.

On the same conditions, the Board of Directors was authorised to resolve on the transfer of no more than 57,000,000 company shares, in accordance with the proposal of the Board of Directors.

The transfer authorisation shall remain in force for three years from the date of the resolution made at the Annual General Meeting. It repeals the authorisation granted by the Annual General Meeting on 2 March 2017 on the transfer of company shares. The authorisation entitles the Board of Directors to resolve to whom and in which order company shares will be transferred.

It was recorded that, based on the authorisations, the Board of Directors is entitled to resolve on the purchase or transfer of company shares even otherwise than in proportion to the existing number of company shares held by shareholders.

18

CLOSING OF THE MEETING

The Chairman of the Annual General Meeting noted that the items on the agenda had been discussed, and that the minutes of the meeting would be available to the shareholders at the company's head office and on the company's website no later than two weeks from the date on which the Annual General Meeting was held.

The Chairman concluded the meeting.

Chairman of the Annual General Meeting:	Juha Väyrynen
In witness whereof:	Kari Hietanen
Minutes scrutinised and approved:	Jan Telford
	Eeva Kainulainen

APPENDICES

- Appendix 1 Voting instructions by nominee-registered shareholders
- Appendix 2 Notice of the Annual General Meeting
- Appendix 3 Adopted list of votes

- Appendix 4 Presentation materials of the President and CEO's review
- Appendix 5 Financial statement documents
- Appendix 6 Auditor's Report
- Appendix 7 Board of Director's proposal for the distribution of profit
- Appendix 8 Company's principles of compensation
- Appendix 9 Board of Director's proposal for a free share issue
- Appendix 10 Board of Directors' proposal for authorisation regarding the purchase and transfer of company shares