

ANNUAL GENERAL MEETING 2011

Time: 31 March 2011 at 15:00 pm –17.00 pm

Place: Finlandia Hall, Helsinki

Present: Shareholders were present at the meeting, in person or represented by proxy, in accordance with the list of votes adopted at the meeting.

In addition, all members of the board of directors except for Birgitta Johansson-Hedberg and Mino Akharzand, Supervisory Board members Sanna Perkiö and Martti Alakoski, the CEO, the company's auditor, members of the company's senior management, media representatives and technical personnel were present at the meeting.

The proxies delivered to the company will be kept separately from the minutes.

1 OPENING OF THE MEETING

The Chairman of the Board of Directors Matti Lehti opened the meeting, welcomed the shareholders and others present and gave the opening speech of the Chairman of the Board of Directors.

2 CALLING THE MEETING TO ORDER

Tomas Lindholm, attorney-at-law, was elected chairman of the general meeting, and he called Harri Pynnä, General Counsel, to act as secretary.

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

It was noted that the meeting was conducted in Finnish and translated simultaneously for the participants into Swedish and English. Furthermore, the meeting was audio and video tape recorded.

It was noted that the proposals to the general meeting of the board of directors and the shareholders had been made public by a stock exchange release published on 2 February 2011 and in their entirety on the company's website on 4 February 2011.

The chairman noted that certain shareholders owning nominee registered shares had provided the company with voting instructions prior to the meeting and gave a description of the voting instructions that had been provided in advance by nominee registered shareholders, the summaries of which were enclosed to the minutes (Appendix 1/2011/1).

Kati Lappalainen of Nordea Pankki Suomi Oyj stated that she represented multiple nominee registered shareholders and that she had provided the chairman with the information concerning the shareholdings and voting instructions of these shareholders. Kati Lappalainen stated that her clients did not demand a vote on those agenda items,

under which the instruction was to oppose the proposed resolution or to abstain from taking part in the decision-making, but that it was sufficient that such votes were duly recorded in the minutes.

Anna Lumijärvi of Skandinaviska Enskilda Banken AB (publ) and Hilla Pyykkönen of Svenska Handelsbanken AB (julk.) similarly stated the voting instructions from the shareholders they each represented and the preferred procedures to be followed.

The chairman noted that the proposed procedures will be adhered to during the meeting and that opposing or abstaining votes will be recorded in the minutes under each agenda item concerned. The chairman further noted that to the extent the summary lists included opposing votes that have been presented without any counterproposal under such agenda items where it is not possible to vote against the proposal without presenting a counterproposal, such votes would not be formally acknowledged as opposing votes, and they would not be recorded under the agenda item concerned.

It was noted that the summary lists of the voting instructions of the shareholders represented by Kati Lappalainen, Anna Lumijärvi and Hilla Pyykkönen were attached to the minutes ([Appendix 1/2010/2](#), [Appendix 1/2011/3](#) and [Appendix 1/2011/4](#)).

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

Tiina Tarma and Erkki Meriläinen were elected to scrutinise the minutes and Seppo Malin and Matti Rusanen were elected to supervise the counting of votes.

4 RECORDING THE LEGALITY OF THE MEETING

It was noted that the notice of the meeting had been published in Helsingin Sanomat, Kauppalehti and Hufvudstadsbladet on 4 February 2011. The notice of the meeting was also published on the company's website on 2 February 2011.

Notices of the meeting were attached to the minutes ([Appendix 1/2011/5](#)).

It was noted that the general meeting had been convened in accordance with the articles of association and the Companies Act and that the meeting therefore constituted a quorum.

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 were presented, according to which 2010 shareholders were present at the meeting either in person, by legal representative or by proxy, was presented. It was noted that 627,837,138 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 1/2010/6](#)). It was noted that the list of votes will be adjusted to correspond to the attendance at the beginning of a possible vote.

6 PRESENTATION OF THE FINANCIAL STATEMENTS, THE CONSOLIDATED FINANCIAL STATEMENTS, THE OPERATING AND FINANCIAL REVIEW, THE AUDITOR'S REPORT AND THE STATEMENT OF THE SUPERVISORY BOARD FOR THE YEAR 2010

President and CEO Tapio Kuula presented a review of Fortum Group's activities during the year 2010. The President and CEO's review was attached to the minutes (Appendix 1/2011/7).

Fortum Corporation's financial statements, consolidated financial statements and the operating and financial review of the Board of Directors for the period 1 January – 31 December 2010 were presented.

It was noted that the financial statements had been available on the company's website and at the company headquarters since 9 March 2011, in addition to which they were also available at the meeting venue.

The financial statements and thereto related documents were attached to the minutes (Appendix 1/2011/8).

The auditor's report and the statement by the Supervisory Board on the financial statement, the operating and financial review and the auditor's report were presented and attached to the minutes (Appendix 1/2011/9) and (Appendix 1/2011/10).

7 ADOPTION OF THE FINANCIAL STATEMENTS AND THE CONSOLIDATED FINANCIAL STATEMENTS

The general meeting resolved to adopt the financial statements and the consolidated financial statements for the financial year 1 January – 31 December 2010.

Under this agenda item, 48,855 opposing votes of nominee registered shareholders were recorded.

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

It was noted that the distributable equity of the parent company according to the balance sheet of the parent company as at 31 December 2010 was EUR 4,191,864,236.08, which includes the net profits from previous financial periods, approximately MEUR 3,164, and the net profit from the latest financial period, approximately MEUR 1,028.

It was noted that the Board of Directors had proposed to the general meeting that a dividend of EUR 1.00 per share be paid from the distributable equity of the parent company, approximately MEUR 888 in total. According to the proposal, dividend shall be paid to shareholders who on the record date of the dividend payment 5 April 2011 are recorded in the shareholders' register held by Euroclear Finland Ltd. According to the proposal, the dividend shall be paid on 12 April 2011.

The general meeting resolved to approve the proposal of the Board of Directors on the use of the profit and the payment of dividend.

9 RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE SUPERVISORY BOARD AND THE BOARD OF DIRECTORS AS WELL AS THE PRESIDENT AND CEO FROM LIABILITY

It was noted that the auditor in the auditor's report has supported that all members of the Supervisory Board and the Board of Directors, as well as the President and CEO's be discharged from liability for the year 2010.

The general meeting resolved to discharge the members of the Supervisory Board and the Board of Directors as well as the President and CEO from liability for the financial year 1 January – 31 December 2010.

Under this agenda item, 281,597 opposing votes of nominee registered shareholders were recorded.

10 RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE SUPERVISORY BOARD

It was noted that the State of Finland had proposed that if the proposal to dissolve the Supervisory Board is approved by the general meeting, no remuneration shall be paid to the Chairman, Vice Chairman, or other members of the Supervisory Board for the period between the general meeting and the registration of the relevant amendment to the Company's Articles of Association. In the event that the State of Finland's proposal is not approved, it was proposed to the general meeting that the remuneration paid and the expenses reimbursed to the Chairman, Vice Chairman, and members of the Supervisory Board should remain unchanged. In this case, the Chairman shall receive a compensation of EUR 1,000 per month, the Vice Chairman EUR 600 per month, and other members EUR 500 per month. In addition, an attendance fee of EUR 200 per meeting shall be made to members attending meetings and members' expenses shall be reimbursed in accordance with the company's travel policy.

The general meeting decided in accordance with the proposal made by the State of Finland.

11 RESOLUTION ON THE NUMBER OF MEMBERS OF THE SUPERVISORY BOARD

It was noted that the general meeting will under agenda item 18 consider the proposal by the State of Finland and the Finnish Shareholders Association to dissolve the Supervisory Board. Regardless of the outcome of the general meeting's decision, the general meeting shall elect the members of the Supervisory Board at least for a term of office ending when the appropriate amendment to the Company's Articles of Association has been registered.

It was noted that according to section 6 of the Articles of Association, the Supervisory Board comprises no less than six (6) and no more than twelve (12) members.

It was noted that the State of Finland had proposed that the number of the members of the Supervisory Board shall be ten (10).

The general meeting decided in accordance with the proposal by the State of Finland that the number of the members of the Supervisory Board shall be ten (10) so that the Supervisory Board in addition to the Chairman and Vice Chairman comprises eight members.

12 ELECTION OF THE CHAIRMAN, DEPUTY CHAIRMAN AND MEMBERS OF THE SUPERVISORY BOARD

It was noted that the State of Finland had proposed that the following members be re-elected to the Supervisory Board: Mr. Markku Laukkanen, Ms. Sanna Perkiö, Mr. Martti Alakoski, Ms. Tarja Filatov, Mr. Sampsa Kataja, Mr. Kimmo Kiljunen, Ms. Katri Komi, Mr. Panu Laturi, Mr. Juha Mieto and Ms. Helena Pesola. Furthermore, the State proposed that Mr. Markku Laukkanen continues as Chairman and Ms. Sanna Perkiö as Vice Chairman. If the proposal to dissolve the Supervisory Board is approved by the general meeting, the members shall be elected for a term of office ending when the appropriate amendment to the Company's Articles of Association has been registered. Otherwise, the members shall be elected for a term of office ending at the closing of the next general meeting following the decision.

The general meeting decided to elect the aforementioned persons as Chairman, Vice Chairman and members of the Supervisory Board. If the proposal to dissolve the Supervisory Board is approved by the general meeting, the members shall be elected for a term of office ending when the appropriate amendment to the Company's Articles of Association has been registered. Otherwise, the members shall be elected for a term of office ending at the closing of the next general meeting following the decision.

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

It was noted that the Shareholder's Nomination Committee had proposed that the remuneration to be paid to the members of the Board of Directors should remain the same as in year 2010 and be as follows:

- to the chairman of the Board of Directors, EUR 66,000 per year
- to the deputy chairman of the Board of Directors, EUR 49,200 per year, and
- to the other members of the Board of Directors, EUR 35,400 per year.

According to the proposal, a meeting fee of EUR 600 shall in addition be paid for participation in the meetings of the Board of Directors and its committees, and travel expenses relating to the work of the Board of Directors shall be compensated for in accordance with the company's travel policy. For Board members living outside Finland in Europe, the fee for each meeting is proposed to be doubled and for Board members living elsewhere outside Finland, the fee for each meeting is proposed to be tripled.

Pekka Timonen as the representative for the Shareholder's Nomination Committee presented the proposal of the Nomination Committee and thanked on behalf of the Nomination Committee the resigning Chairman of the Board of Directors Matti Lehti for his work.

The proposal of the Nomination Committee was attached to the minutes (Appendix 1/2011/11).

The General Meeting resolved to approve the proposal of the Shareholders' Nomination Committee on the remuneration of the members of the Board of Directors.

14 RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS

It was noted that according to section 8 of the Articles of Association the Board of Directors comprises a chairman, a deputy chairman and no less than three (3) and no more than six (6) ordinary members.

It was noted that the Shareholders' Nomination Committee had proposed to the general meeting that the number of members of the Board of Directors, in addition to the chairman and deputy chairman, shall be five (5).

The proposal of the Shareholders' Nomination Committee is attached to the minutes (Appendix 1/2011/11).

It was resolved, in accordance with the proposal of the Nomination Committee, that the number of members of the Board of Directors shall be seven (7) in total.

15 ELECTION OF THE CHAIRMAN, DEPUTY CHAIRMAN AND MEMBERS OF THE BOARD OF DIRECTORS

It was noted that according to section 8 of the Articles of Association, the term of office of a member, the chairman and the deputy chairman of the Board of Directors expires at the closing of the next annual general meeting.

It was noted that Matti Lehti and Birgitta Johansson-Hedberg had stated that they are no longer available for election.

The Shareholders' Nomination Committee had proposed to the general meeting that Sari Baldauf be elected as chairman and Christian Ramm-Schmidt as deputy chairman, and that members Esko Aho, Ilona Ervasti-Vaintola and Joshua Larson be re-elected. The Shareholders' Nomination Committee had further proposed that Minoo Akhtarzand and Heinz-Werner Binzel be elected as new members of the Board of Directors.

The proposal of the Shareholders' Nomination Committee is attached to the minutes (Appendix 1/2011/11).

The general meeting decided to elect Sari Baldauf as chairman and Christian Ramm-Schmidt as deputy chairman, and Minoo Akhtarzand, Esko Aho, Ilona Ervasti-Vaintola, Joshua Larson and Heinz-Werner Binzel as members of the Board of Directors for a term of office expiring at the closing of the next annual general meeting.

16 RESOLUTION ON THE REMUNERATION OF THE AUDITORS

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

The proposal of the Board of Directors was attached to the minutes ([Appendix 1/2011/12](#)).

The General Meeting resolved that the auditor's fee be paid pursuant to invoice approved by the company.

17 ELECTION OF AUDITOR

It was noted that according to section 13 of the Articles of Association, the company shall have one auditor, which must be an audit entity authorised by the Central Chamber of Commerce.

It was noted that on the recommendation of the Audit and Risk Committee, the Board of Directors had proposed to the general meeting that Deloitte & Touche Oy, Authorised Public Accountant, shall be elected as the auditor up until the end of the next annual general meeting, and that the general meeting request the auditor to give a statement on the adoption of the financial statements, the granting of discharge from liability and the Board of Directors' proposal for the distribution of funds. Deloitte & Touche Oy has notified the company that Jukka Vattulainen, Authorised Public Auditor, would be the responsible auditor.

The proposal of the Board of Directors is attached to the minutes ([Appendix 1/2011/12](#)).

The general meeting resolved to approve the proposal of the Board of Directors as recommended by the Audit and Risk Committee, in its entirety, and to elect Deloitte & Touche Oy, Authorised Public Accountant, as auditor of the company. Deloitte & Touche Oy has notified the company that Jukka Vattulainen, Authorised Public Auditor, will be the responsible auditor.

18 PROPOSAL TO DISSOLVE THE SUPERVISORY BOARD AND THERETO RELATING PROPOSAL TO AMEND THE ARTICLES OF ASSOCIATION

It was noted that the State of Finland and the Finnish Shareholders Association had proposed that the company's Supervisory Board be dissolved and that the thereto relating amendments be made to the company's Articles of Association.

The proposals were attached to the minutes ([Appendix 1/2011/13](#)).

Shareholder Lasse Reunanen opposed the proposal to dissolve the Supervisory Board. The shareholder did not, however, require a vote to be passed in the matter, but stated that an entry in the minutes would be sufficient.

The general meeting decided to dissolve the Supervisory Board and amend the Articles of Association in accordance with the proposal made by the State of Finland and the Finnish Shareholders Association as attached to the minutes.

Under this agenda item 1,151,533 opposing votes of nominee registered shareholders were recorded.

19 PROPOSAL BY THE STATE OF FINLAND TO APPOINT A NOMINATION BOARD

It was recorded that the State of Finland had proposed that the general meeting appoint a Shareholders' Nomination Board to prepare proposals concerning Board members and their remuneration to the following annual general meeting.

The proposal was attached to the minutes (Appendix 1/2011/14).

The general meeting resolved to approve the proposal of the State of Finland and to appoint a Shareholders' Nomination Board to prepare proposals concerning Board members and their remuneration for the following annual general meeting.

It was recorded that on this agenda item there were 1,683,661 opposing votes by the nominee registered shareholders.

20 CLOSING OF THE MEETING

It was noted that there were no other matters to be considered. It was noted that all decisions of the general meeting had been made unanimously unless otherwise indicated in the minutes.

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 14 April 2011.

The chairman announced the meeting closed at 17.00 pm.

Chairman of the general meeting:

Tomas Lindholm

Tomas Lindholm

In fidem:

Harri Pynnä

Harri Pynnä

Minutes reviewed and confirmed by:

Tiina Tarma

Tiina Tarma

Erkki Meriläinen

Erkki Meriläinen

APPENDICES

<u>Appendix 1/2011/1</u>	Summary of the voting instructions
<u>Appendix 1/2011/2</u>	Voting instructions by Nordea
<u>Appendix 1/2011/3</u>	Voting instructions by SEB
<u>Appendix 1/2011/4</u>	Voting instructions by Svenska Handelsbanken
<u>Appendix 1/2011/5</u>	Notices published in the newspapers
<u>Appendix 1/2011/6</u>	List of attendees and votes
<u>Appendix 1/2011/7</u>	The President and CEO's review
<u>Appendix 1/2011/8</u>	Financial statements
<u>Appendix 1/2011/9</u>	Statement by the Supervisory Board
<u>Appendix 1/2011/10</u>	Auditor's report
<u>Appendix 1/2011/11</u>	Proposal of the Shareholders' Nomination Committee
<u>Appendix 1/2011/12</u>	Proposals of the Board of Directors to the general meeting
<u>Appendix 1/2011/13</u>	Proposals to dissolve the Supervisory Board
<u>Appendix 1/2011/14</u>	Proposal to appoint a Shareholders' Nomination Board

The following appendices appear in the Annual Report 2010 which can be found from Fortum Corporation's webpage at the following address:
http://www.fortum.com/gallery/Investors2010/AR_2010/Fortum_AR2010_eng_final.pdf

Appendix 1/2011/8 Financial statements

Appendix 1/2011/9 Statement by the Supervisory Board (p. 144 in the Annual Report)

Appendix 1/2011/10 Auditor's report (p. 143 in the Annual Report)

PROPOSAL OF THE SHAREHOLDERS'
NOMINATION COMMITTEE





The nominees for Fortum's Board of Directors for the year 2011

2.2.2011 9:00

The Annual General Meeting of Fortum Corporation, held on 25 March 2010, appointed a Shareholders' Nomination Committee consisting of representatives of the three largest shareholders to prepare proposals for the next Annual General Meeting concerning Board members and their fees. In its meeting on 1 February 2011, the Shareholders' Nomination Committee decided to propose to the Annual General Meeting, which is to be held on 31 March 2011, that the Board consists of seven members and that the following persons are elected to the Board of Directors. Matti Lehti and Birgitta Johansson-Hedberg have stated that they are no longer available for election.

To be re-elected:

Sari Baldauf, to be elected as chairman
Christian Ramm-Schmidt, to be elected as deputy chairman
Esko Aho as member
Ilona Ervasti-Vaintola as member
Joshua Larson as member

To be elected as new members:

Minoo Akhtarzand as member
Heinz-Werner Binzel as member

The Shareholders' Nomination Committee proposes to the Annual General Meeting that the fees to be paid to the members of Board remain unchanged compared to 2010 and are as follows:

Chairman, EUR 66,000/year
Deputy chairman, EUR 49,200/year
Member, EUR 35,400/year
Meeting fee, EUR 600/meeting.

The meeting fee is also paid for committee meetings and is paid in double to a member who lives outside Finland in Europe and in triple to a member who lives elsewhere outside Finland.

Furthermore, travel expenses shall be compensated for in accordance with the Company's travel policy.

Fortum Corporation
Anne Brunila
Executive Vice President, Corporate Relations and Sustainability

Further information:

Pekka Timonen, Chairman of the Shareholders' Nomination Committee, tel. +3589 1602 3000

Distribution:

NASDAQ OMX Helsinki
Key media
www.fortum.com

APPENDIX: Biographical details of the new proposed board members

MINOO AKHTARZAND

Born 1956

Education:

Civil Engineer, Electrical engineering, Kungliga Tekniska Högskolan

Main occupation:

Governor in the County of Jönköping

Primary work experience:

Swedish National Rail Administration, Director-General, 2008-2010

Regional Labour Agency, Director, 2006-2008

Vattenfall AB, several senior executive positions, 1984-2006

Stockholm Energi, 1981-1984

Key positions of trust:

Sveriges Radio, Board Member, 2007-

EIM (European Infrastructure Managers), Vice Chairman, 2009-2010

Vattenfall Bränsle AB, Board Member, 2004-2006

Vattenfall Vattenkraft, Board Member, 2003-2006

Vattenfall Business service AB, Board Member, 2003-2006

Västerbergslagens Energi AB, Chairman of the board, 2000-2004

Shareholding:

Minoo Akhtarzand does not own Fortum Corporation shares

HEINZ-WERNER BINZEL

Born 1954

Education:

Technische Hochschule Darmstadt / Queen Mary College, London
Economics and electrical engineering degree: Diplom-
Wirtschaftsingenieur

Fachhochschule Mainz

Business economics degree: Betriebswirt (grad.)

Main occupation:

Independent consultant

**Primary work experience:**

RWE Energy AG, Board member for procurement and sale of electricity, gas, and water, 2003-2005

RWE SOLUTIONS AG, Board member as CFO and from 2002 onward as CEO, 1999-2003

NUKEM GMBH, several senior executive positions in Germany and the USA, 1981-1999

Key positions of trust:

TÜV Rheinland Holding AG, Member of Supervisory board, since 04/2008; Chairman of Audit Committee, since 04/2010

RWE Solutions AG, Chairman of Supervisory board, 2003-2006

Shareholding:

Heinz-Werner Binzel does not own Fortum Corporation shares

« Back

PROPOSAL OF THE BOARD OF DIRECTORS



PROPOSALS BY THE BOARD OF DIRECTORS TO THE ANNUAL GENERAL MEETING

Resolution on the use of the profit shown on the balance sheet and the payment of dividend

The Board of Directors proposes that a dividend of EUR 1.00 per share be paid based on the adopted balance sheet for the financial year that ended on 31 December 2010. The dividend shall be paid to the shareholders who on the record date of the dividend payment, 5 April 2011, are recorded in the shareholders' register held by Euroclear Finland Ltd. The Board of Directors proposes that the dividend be paid on 12 April 2011.

Resolution on the remuneration of the auditor

On the recommendation of the Audit and Risk Committee, the Board of Directors proposes that the auditor's fee is paid pursuant to invoice approved by the company.

Election of auditor

On the recommendation of the Audit and Risk Committee, the Board of Directors proposes that Deloitte & Touche Ltd, chartered public accountants, is elected as the auditor and that the general meeting request the auditor to give a statement on the adoption of the financial statements, the granting of discharge from liability and the Board of Directors' proposal for distribution of funds.

Espoo, 1 February 2011

Fortum Corporation
The Board of Directors

PROPOSAL TO DISSOLVE THE SUPERVISORY BOARD
AND THERETO RELATING PROPOSAL TO AMEND
THE ARTICLES OF ASSOCIATION



18 § PROPOSAL TO DISSOLVE THE SUPERVISORY BOARD AND THERETO RELATING PROPOSAL TO AMEND THE ARTICLES OF ASSOCIATION

The Finnish State in its letter dated 22 November 2010 and the Finnish Shareholders Association (Osakesäästäjien Keskusliitto ry) in its letter dated 29 December 2010 propose that the company's Supervisory Board be dissolved as of the shareholders' meeting deciding on the matter and that the thereto relating amendments be made to the company's Articles of Association.

It is proposed that the Annual General Meeting of Shareholders decide to dissolve the Supervisory Board and to amend the company's Articles of Association correspondingly in accordance with the following:

1. References to the Supervisory Board of paragraph § 5 of the Articles of Association are removed and the paragraph is amended as follows:

"§ 5 Company affairs are managed by a Board of Directors and a Managing Director. One or more Deputy Managing Directors may also be appointed for the company, one of whom may be appointed as First Deputy Managing Director."

2. Paragraphs § 6 and § 7 of the Articles of Association are deleted and the numbering of the Articles of Association is amended accordingly.

3. References to the Supervisory Board of paragraph § 9 (§ 7 after the amendment of the numbering according to section 2 above) of the Articles of Association are removed and the paragraph is amended as follows:

"7 § The Board of Directors shall:

- *attend to the administration of the company and to an appropriate organisation of its operations,*
- *represent the company in compliance with provisions of law and the Articles of Association and with any decisions by the General Meeting of Shareholders,*
- *attend to an appropriate organisation of the supervision of accounting and financial management,*
- *decide on rights to represent the company and powers of procuration."*

4. References to the Supervisory Board of paragraph § 17 (§ 15 after the amendment of the numbering according to section 2 above) of the Articles of Association are removed and the paragraph is amended as follows:

*"§ 15 General Meetings of Shareholders are held in Helsinki, Espoo or Vantaa.
The Annual General Meeting of Shareholders shall be held once a year in June at the latest.
An Extraordinary General Meeting of Shareholders shall be held whenever the Board of Directors finds cause for such a meeting or when the provisions of the law rule that such a meeting must be held."*

5. References to the Supervisory Board of paragraph § 18 (§ 16 after the amendment of the numbering according to section 2 above) of the Articles of Association are removed and the paragraph is amended as follows:

“§ 16 At the Annual General Meeting of Shareholders, the following shall be:

presented:

- 1. the financial statements, which include the consolidated financial statements, and the operating and financial review;*
- 2. the auditor's report;*

decisions shall be taken regarding the following:

- 3. adoption of the financial statements and consolidated financial statements;*
- 4. use of the profit shown in the balance sheet;*
- 5. discharge from liability of the members of the Board of Directors as well as the Managing Director and his Deputy, if any;*
- 6. remuneration for the members of the Board of Directors and on remuneration for the auditor;*
- 7. the number of members on the Board of Directors;*

the following shall be elected:

- 8. the Chairman, Deputy Chairman and members of the Board of Directors; and*
- 9. the auditor; and*

the following matters shall be dealt with:

- 10. any other matters mentioned separately in the notice convening the meeting.”*

PROPOSAL BY THE STATE OF FINLAND
TO APPOINT A NOMINATION BOARD



Proposal by the State of Finland to appoint a Nomination Board

The State of Finland proposes that the general meeting resolve to appoint a Nomination Board to prepare proposals concerning Board members and their remuneration for the following annual general meeting. The Nomination Board will consist of the representatives of the three main shareholders and, in addition, as expert member the chairman of the Board of Directors. The three shareholders whose shares represent the largest number of the votes of all shares in the company on the 1st day of November preceding the annual general meeting will have the right to appoint the members representing the shareholders. Should a shareholder not wish to use its right to nominate, this right will be passed on to the next biggest shareholder. The largest shareholders will be determined on the basis of the ownership information registered in the book-entry system. In case an owner is required under the Securities Markets Act to report certain changes in ownership (when flagging by shareholder is required), for example when the ownership is distributed among various funds, the ownership will be counted as one holding if the owner so requests by the Board of Directors in writing no later than on 28 October 2011.

The Nomination Board will be convened by the chairman of the Board of Directors, and the Nomination Board will choose a chairman from among its own members.

The Nomination Board shall give its proposal to the Board of Directors of the company at the latest by the 1st day of February preceding the annual general meeting.