

2.2.2017

Notice to the Annual General Meeting of Shareholders of Fortum Corporation 2017

FORTUM CORPORATION STOCK EXCHANGE RELEASE 2 FEBRUARY 2017 AT 9.15 EET

The shareholders of Fortum Corporation are invited to the Annual General Meeting to be held on Tuesday, 4 April 2017, starting at 2:00 p.m. (EET) at the main auditorium of Finlandia Hall, address Mannerheimintie 13 e, Helsinki, Finland (entrance from Mannerheimintie door M4 and Karamzininkatu door K4). The reception of shareholders who have registered for the meeting will commence at 12:30 p.m. Coffee will be served prior to the meeting.

A. Matters on the agenda

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

1. Opening of the meeting
2. Matters of order for the meeting
3. Election of persons to confirm the minutes and to verify counting of votes
4. Recording the legal convening of the meeting and quorum
5. Recording the attendance at the meeting and adoption of the list of votes
6. Presentation of the financial statements, the consolidated financial statements, the operating and financial review and the auditor's report for 2016
 - Review by the President and CEO
7. Adoption of the financial statements and consolidated financial statements
8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend
 - The distributable funds of Fortum Oyj as at 31 December 2016 amounted to EUR 5,203,674,879.03, including the profit of the financial period 2016 of EUR 779,867,542.66.

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 1.10 per share be paid for 2016.

Based on the number of registered shares as at 1 February 2017, the total amount of dividend proposed to be paid is EUR 977,203,749.50. The Board of Directors proposes that the remaining part of the distributable funds be retained in the shareholders' equity. Dividend shall be paid to shareholders who on the record date of the dividend payment 6 April 2017 are recorded in the company's shareholders' register held by Euroclear Finland Ltd. The Board of Directors proposes that the dividend be paid on 13 April 2017.

2.2.2017

9. Resolution on the discharge from liability of the members of the Board of Directors and the President and CEO

10. Resolution on the remuneration of the members of the Board of Directors

The Shareholders' Nomination Board proposes that the fees to be paid to the members of the Board of Directors for the following term of office remain unchanged and are as follows: for the chairman, EUR 75,000 per year; for the deputy chairman, EUR 57,000 per year; and for each member, EUR 40,000 per year, as well as for the chairman of the Audit and Risk Committee EUR 57,000 per year, if he or she is not at the same time acting as chairman or deputy chairman of the Board Directors.

In addition, the Shareholders' Nomination Board proposes that the fee for each Board and Board Committee meeting for the following term of office is EUR 600. For Board members living outside Finland in Europe, the proposed fee for each meeting will be doubled, and for Board members living outside Europe, the proposed fee for each meeting will be tripled. For Board members living in Finland, the proposed fee for each Board and Board Committee meeting will be doubled for meetings held outside Finland and tripled for meetings held outside Europe. For Board and Committee meetings held as a telephone conference, a single fee will be paid to all members. No fee will be paid for decisions made without a separate meeting.

11. Resolution on the number of the members of the Board of Directors

- The Shareholders' Nomination Board proposes that the Board of Directors consist of eight (8) members.

12. Election of the chairman, deputy chairman and members of the Board of Directors

- The Shareholders' Nomination Board proposes that the following persons be elected to the Board of Directors for a term ending at the end of the Annual General Meeting 2018: Ms Sari Baldauf (as Chairman), Mr Heinz-Werner Binzel, Ms Eva Hamilton, Mr Kim Ignatius, Mr Tapio Kuula, Mr Veli-Matti Reinikkala, and as new members Mr Matti Lievonen (as Deputy Chairman) and Ms Anja McAlister.

All candidates have been presented on Fortum Corporation's website www.fortum.com and the biographical details of the new proposed Board members on www.fortum.com/agm.

13. 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 be paid pursuant to invoice approved by the company.

14. Election of the auditor

2.2.2017

- On the recommendation of the Audit and Risk Committee, the Board of Directors proposes that Deloitte & Touche Oy be elected as the auditor, and that the Annual General Meeting request the auditor to give a statement on the adoption of the financial statements, on the granting of discharge from liability and on the Board of Directors' proposal for the distribution of funds. Deloitte & Touche Oy has notified the company that Reeta Virolainen, APA, would be the responsible auditor.

15. Authorising the Board of Directors to decide on the repurchase of the company's own shares

- The Board of Directors proposes to the Annual General Meeting that the Board of Directors would be authorised to decide on the repurchase of the company's own shares as follows:

The maximum number of own shares to be repurchased would be 20,000,000 shares, which corresponds to approximately 2.25 per cent of all the shares in the company. Only the unrestricted equity of the company could be used to repurchase own shares on the basis of the authorisation.

Own shares could be repurchased at a price formed in public trading on the date of the repurchase or otherwise at a price formed on the market.

The Board of Directors would decide how own shares will be repurchased. Own shares could be repurchased using, inter alia, derivatives. Own shares could be repurchased otherwise than in proportion to the shareholdings of the shareholders (directed repurchase).

Own shares could be repurchased to be used in connection with acquisitions, investments or other business transactions, or to be retained or cancelled. Own shares could not be repurchased for the purposes of the company's incentive and remuneration schemes.

The authorisation would cancel the authorisation resolved by the Annual General Meeting of 2016 to decide on the repurchase of the company's own shares, and it would be effective until the next Annual General Meeting and in any event no longer than for a period of 18 months.

16. Authorising the Board of Directors to decide on the disposal of the company's own shares

- The Board of Directors proposes to the Annual General Meeting that the Board of Directors would be authorised to decide on the disposal of the company's own shares as follows:

The number of shares to be disposed based on the authorisation shall not exceed 20,000,000 shares, which corresponds to approximately 2.25 per cent of all the shares in the company.

Own shares could be disposed in connection with acquisitions, investments or other business transactions. The disposals could not be made for the purposes of the company's incentive and remuneration schemes.

2.2.2017

The Board of Directors would decide on all the other conditions of the disposals, including to whom, at what price and in which manner the company's shares are disposed. The disposals could also be made in deviation from the shareholders' pre-emptive rights for a weighty financial reason.

The authorisation would cancel the authorisation resolved by the Annual General Meeting of 2016 to decide on the disposal of the company's own shares, and it would be effective until the next Annual General Meeting and in any event no longer than for a period of 18 months.

17. Closing of the meeting

B. Documents of the Annual General Meeting

The proposals for the decisions on the matters on the agenda as well as this notice are available on Fortum Corporation's website www.fortum.com/agm. Fortum Corporation publishes its financial statements, consolidated financial statements, operating and financial review and auditor's report on www.fortum.com/agm during week 10 at the latest. The proposals for decisions and the other above-mentioned documents are also available at the meeting.

C. Instructions for the participants of the Annual General Meeting

1. Shareholders registered in the shareholders' register

Each shareholder, who is registered on 23 March 2017 in the shareholders' register of the company held by Euroclear Finland Ltd, has the right to participate in the Annual 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, who is registered in the company's shareholders' register and wishes to participate in the Annual General Meeting, shall register for the meeting no later than by 4:00 p.m. (EET) on 30 March 2017. The registration shall be received by the company no later than on the above-mentioned date. Registration can be done as of 2 February 2017:

- a) on Fortum's website www.fortum.com/agm;
- b) by phone +358 (0) 10 452 9460 (on working days from 8:00 a.m. to 6:00 p.m.); or
- c) by letter to Fortum Corporation, Corporate Legal Affairs/AGM, P.O. Box 1, 00048 FORTUM, Finland.

In connection with the registration, the shareholder shall notify his/her name, address, telephone number and the name of his/her assistant, if any. In case the shareholder chooses to register online, he/she shall provide the identification information required by the service.

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

2.2.2017

2. Holders of nominee registered shares

A holder of nominee registered shares has the right to participate in the Annual General Meeting by virtue of such shares, based on which he/she would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd on 23 March 2017. In addition, the right to participate in the Annual General Meeting requires that the shareholder on the basis of such shares has been registered into the temporary shareholders' register held by Euroclear Finland Ltd by 10:00 a.m. (EET) on 30 March 2017 at the latest. For the nominee registered shares, this constitutes due registration for the Annual General Meeting.

A holder of nominee registered shares is advised to request well in advance the necessary instructions regarding the registration in the temporary shareholders' register, the issuing of proxy documents and registration for the Annual General Meeting from his/her custodian bank. The account management organisation of the custodian bank has to register the holder of the nominee registered shares who wishes to participate in the Annual General Meeting into the temporary shareholders' register of the company by the time stated above at the latest.

Further information on these matters can also be found on the company's website www.fortum.com/agm.

3. Proxy representative and powers of attorney

A shareholder may participate in the Annual 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 Annual General Meeting. When a shareholder participates in the Annual General Meeting by means of several proxy representatives representing the shareholder, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the Annual General Meeting.

Proxy documents and powers of attorney should be delivered in originals to Fortum Corporation, Corporate Legal Affairs/AGM, P.O. Box 1, 00048 FORTUM, Finland before the last date and time for registration.

4. Other instructions and information

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

On the date of this notice to the Annual General Meeting the total number of shares in Fortum Corporation, and votes represented by such shares, is 888,367,045.

Finlandia Hall can be reached by tram (lines 4, 7 and 10; the stop at the National Museum of Finland) and buses running via Mannerheimintie. Shareholders arriving by car may park at their own cost in Q-Park Finlandia with direct underground access from the car park to Finlandia Hall.

2.2.2017

In Espoo, 1 February 2017

Fortum Corporation
The Board of Directors

Further information:

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Distribution:

Nasdaq Helsinki

Key media

www.fortum.com