

ANNUAL GENERAL MEETING OF WARTSILA CORPORATION

Date and time: 2 March 2017, 3:12 p.m. to 4:40 p.m.

Venue: 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 & 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§

CALLING THE MEETING TO ORDER

Advocate, Master of Laws Juha Väyrynen was elected as chairman of the general meeting. The chairman invited EVP Kari Hietanen to act as the secretary of the general meeting.

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

It was noted that the 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 to the Annual General Meeting were published as a stock exchange release and on the company's website on 27 January 2017.

The chairman noted that certain nominee-registered shareholders had submitted voting instructions to the company prior to the 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, Kirsi Virkki, stated she represents several nominee-registered shareholders, the number of shares and voting instructions of whose she had provided information on to the chairman of the meeting. The representative announced that her clients did not require those items of the agenda where she had been instructed to vote against the proposal or to not participate in the discussion of the matter to be voted on, but that appending the voting instructions to the minutes would be enough.

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

The chairman noted that the general meeting would be conducted in line with the proposed procedures. 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

Annika Ekman and Kari Tähtinen were elected as scrutinisers of the minutes. Jannica Fagerholm and Tuula Korhonen 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 27 January 2017 on the company's website in the internet.

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 the participants and the list of votes as at the opening of the meeting were presented, according to which 1,646 shareholders were present, either personally or represented by a statutory or authorised representative. It was recorded that 113,297,157 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 ANNUAL ACCOUNTS, THE REPORT OF THE BOARD OF DIRECTORS AND AUDITOR'S REPORT FOR THE YEAR 2016

President & CEO Jaakko Eskola presented a review of the company's operational and financial performance in 2016. He also described the company's current position and objectives, topical business developments, and future outlook. The President & CEO's presentation materials were appended to the minutes (Appendix 4).

The financial statements for the financial period 1 January – 31 December 2016 were presented, including the profit and loss account, balance sheet and cash flow statement, with appendices, as well as the consolidated financial statements and the board report. It was recorded that the financial statements of the parent company had been prepared in accordance with Finnish Accounting Standards (FAS), while the consolidated financial statements had been prepared in accordance with International Financial Reporting Standards (IFRS).

It was noted that the financial statement documentation had been available on the company's website since 9 February 2017, 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 ANNUAL ACCOUNTS

The financial statements and consolidated financial statements for the financial period 1 January – 31 December 2016 were adopted.

8§

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

It was noted that the total distributable funds of the parent company on the balance sheet date 31 December 2016 were EUR 1,097,420,182.01, of which the profit for the financial period was EUR 281,705,697.79.

It was noted that the Board of Directors had proposed that a dividend of EUR 1.30 per share be paid from the parent company's distributable funds, which would make the total amount of dividends EUR 256,413,469. The proposed payment for dividends would be made in two instalments.

The first instalment of EUR 0.65 per share shall be paid to the shareholders who are registered in the list of shareholders maintained by Euroclear Finland Ltd on the dividend record day 6 March 2017. The payment day proposed by the Board for this instalment is 13 March 2017.

The second instalment of EUR 0.65 per share shall be paid in September 2017. The second instalment shall be paid to shareholders who are registered in the list of shareholders maintained by Euroclear Finland Ltd on the dividend record day, which, together with the payment day, shall be decided by the Board of Directors in its meeting scheduled for 12 September 2017. The dividend record day for the second instalment as per the current rules of the Finnish book-entry system would be 14 September 2017 and the dividend payment day 21 September 2017, unless the renewal of the securities processing infrastructure by Euroclear Finland Ltd brings the dividend payment day a few days earlier.

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).

It was decided, as per the proposal of the Board of Directors, that a dividend of EUR 1.30 per share be paid from the parent company's distributable funds, in total EUR 256,413,469.

9§

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

It was noted that the resolution on the discharge from liability for the financial period 1 January – 31 December 2016 concerned the following persons:

Mikael Lilius, Chairman of the Board
Sune Carlsson, Deputy Chairman of the Board
Kaj-Gustaf Bergh, Board member
Maarit Aarni-Sirviö, Board member
Tom Johnstone, Board member
Risto Murto, Board member
Gunilla Nordström, Board member
Markus Rauramo, Board member
Jaakko Eskola, President & CEO

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

10§

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 2017 Annual General Meeting be paid the following annual remuneration:

EUR 132,000 to the chairman of the board,
EUR 99,000 to the deputy chairman of the board
EUR 66,000 to each other board member.

In addition, each member will be paid EUR 600/meeting of the Board attended, the chairman's meeting fee being double this amount. Each member of the Nomination Committee and the Remuneration Committee will be paid EUR 700/committee meeting attended and each member of the Audit Committee will be paid EUR 1,200/committee meeting attended, the chairmen's meeting fees being double these amounts.

Approximately 40% of the annual fee will be paid in Wärtsilä shares, and the rest in cash, from which tax will be deducted on the basis of the total annual remuneration. The company will compensate the transaction costs and costs in relation of the applicable asset transfer tax arising from the share purchases. The attendance fees will be paid in cash. Possible travel expenses will be reimbursed according to the travel policy of the Company.

11 §

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 had eight members.

It was noted that the Nomination Committee of the Board of Directors had proposed that the number of members of the Wärtsilä Corporation'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 decided that the number of members of the Wärtsilä Corporation's Board of Directors be confirmed as eight (8).

12 §

ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

It was noted that Sune Carlsson and Gunilla Nordström have informed that they are not available for the re-election of the members of the Board

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 2017 Annual General Meeting, the following persons be re-elected as board members:

- Maarit Aarni-Sirviö
- Kaj-Gustaf Bergh
- Tom Johnstone

- Mikael Lilius
- Risto Murto and
- Markus Rauramo.

The Nomination Committee has proposed Karin Falk and Johan Forssell as new members of the board.

It was noted that the persons listed above had agreed to accept their nomination. In accordance with the proposal of the Nomination Committee of the Board of Directors, the Annual General Meeting decided to elect for the term of office ending at the closing of the 2017 Annual General Meeting the following persons as board members:

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

The Chairman of the Board, Mikael Lilius, thanked the outgoing board members, Sune Carlsson and Gunilla Nordström.

13§

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.

14§

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 had been public accountants KPMG Oy Ab, with Virpi Halonen acting as the responsible auditor.

It was noted that the company's Audit Committee has invited bids for the company's auditing and proposed that auditing firm PricewaterhouseCoopers Oy be elected as the company's auditor.

It was resolved that the elected auditor will be requested to provide a statement on the discharge of liability, use of profit and payment of dividends for 2017.

The annual general meeting decided that auditing firm PricewaterhouseCoopers Oy be elected as the auditor.

15§

AUTHORISATION TO REPURCHASE AND DISTRIBUTE THE COMPANY'S OWN SHARES

It was resolved to approve the Board of Directors' proposal for granting authorisation regarding the purchase and transfer of company shares (Appendix 8).

The Board of Directors was authorised to resolve to repurchase a maximum of 19,000,000 of the Company's own shares, in accordance with the proposal of the Board of Directors. The authorisation to repurchase the Company's own shares shall be valid until the close of the next Annual General Meeting, however no longer than for 18 months from the authorisation of the shareholders' meeting.

The Board of Directors was authorised to resolve to distribute a maximum of 19,000,000 of the Company's own shares, in accordance with the proposal of the Board of Directors. The authorisation for the Board of Directors to distribute the Company's own shares shall be valid for three years from the authorisation of the shareholders' meeting and it cancels the authorisation given by the General Meeting on 3 March 2016. The Board of Directors was authorised to resolve to whom and in which order the own shares will be distributed.

It was recorded that, based on the authorisations, the Board of Directors is entitled to resolve on the purchase or transfer of company shares to the extent corresponding to the existing number of company shares held by shareholders.

16§

CLOSING OF THE MEETING

The chairman of the 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 website no later than two weeks from the date on which the general meeting was held.

The chairman concluded the meeting.

Chairman of the general meeting:



Juha Väyrynen

In witness whereof:



Kari Hietanen

Minutes scrutinised and approved:



Annika Ekman



Kari Tähtinen

APPENDICES

<u>Appendix 1</u>	Voting instructions by nominee-registered shareholders
<u>Appendix 2</u>	Notice convening the meeting
<u>Appendix 3</u>	Adopted list of votes
<u>Appendix 4</u>	Presentation materials of the President & CEO's review
<u>Appendix 5</u>	Financial statement documentation
<u>Appendix 6</u>	Auditor's report
<u>Appendix 7</u>	Board of Directors' proposal for the use of profit and payment of dividends
<u>Appendix 8</u>	Board of Directors' proposal for the authorisation regarding the purchase and transfer of company shares