

Proposed resolutions for 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 to the general meeting that a dividend of EUR 0.48 per share shall be paid for the financial year 2018. The dividend shall be paid in two instalments.
- The first instalment of EUR 0.24 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 date of 11 March 2019. The payment day proposed by the Board for this instalment is 18 March 2019.
- The second instalment of EUR 0.24 per share shall be paid in September 2019. The second instalment of the dividend 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 18 September 2019. The dividend record day for the second instalment as per the current rules of the Finnish book-entry system would be 20 September 2019 and the dividend payment day 27 September 2019.

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

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

- The Nomination Committee of the Board proposes that the annual remuneration as well as the fixed fees for the committee work remain unchanged.
- The annual remuneration payable to the members of the Board shall be: EUR 140,000 for the Chairman, EUR 105,000 for the Deputy Chairman and EUR 70,000 for the ordinary members. In addition, the Nomination Committee of the Board proposes that each member will be paid EUR 750/Board meeting attended. The chairman's meeting fee shall be double this amount.
- The Nomination Committee further proposes that the Chairman of the Audit Committee will receive a fixed fee of EUR 20,000 and each member of the Committee a fixed fee of EUR 10,000 for the term; the Chairman of the Remuneration Committee a fixed fee of EUR 10,000 and each member of the Committee a fixed fee of EUR 5,000 for the term; and the Chairman of the Nomination Committee a fixed fee of EUR 8,000 and each member of the Committee a fixed fee of EUR 4,000 for the term.
- Approximately 40% of the annual Board remuneration is proposed to be paid in Wärtsilä shares, and the rest in cash. The Company will compensate the transaction costs and costs in relation of the applicable asset transfer tax arising from the share purchases. The tax deduction for the entire annual fee will be made from the cash amount. The meeting attendance fees and fixed fees for the Committee work will be paid in cash. Possible travel expenses will be reimbursed according to the travel policy of the Company.

Resolution on the number of members of the Board of Directors

- The Nomination Committee of the Board proposes to the general meeting that the number of the Board members be eight.

Election of members of the Board of Directors

- The Nomination Committee of the Board proposes to the general meeting that Maarit Aarni-Sirviö, Kaj-Gustaf Bergh, Karin Falk, Johan Forssell, Tom Johnstone, Mikael Lilius, Risto Murto and Markus Rauramo be re-elected as members of the Board.
- The above-mentioned persons have given their consent to the position. Also, the above-mentioned persons have brought to the attention of the Company that if they become selected, they will select Mikael Lilius as Chairman and Tom Johnstone as Deputy Chairman of the Board.

Resolution on the remuneration of the auditor

- The Audit Committee of the Board proposes that the auditor be reimbursed according to the auditor's invoice approved by the Company.

Election of auditor

- The Audit Committee of the Board proposes that the audit firm PricewaterhouseCoopers Oy be elected as the auditor of the Company for the year 2019.

Authorisation to repurchase the Company's own shares

The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors to resolve to repurchase the Company's own shares in one or more instalments on the following conditions:

- The Board of Directors is authorised to resolve to repurchase a maximum of 57,000,000 shares in the Company, which, as at the date of this notice to the Annual General Meeting, represents 9.63% of all the shares in the Company.

- Own shares may be repurchased by using the Company's unrestricted shareholders' equity, which means that any repurchases will reduce funds available for distribution of profits. The shares may be repurchased through public trading at the prevailing market price on the date of such repurchase as formed in public trading organised by Nasdaq Helsinki Ltd.

- The shares may be repurchased in order to develop the capital structure of the Company, to be transferred for financing or carrying out acquisitions or other arrangements, to be used as part of the Company's incentive schemes or to be otherwise transferred further, to be held with the Company or to be cancelled.

- The Board of Directors shall decide upon all other terms and conditions for the repurchase of the Company's own shares. Shares may be repurchased also otherwise than in proportion to the shareholders' holding in the Company by way of a directed repurchase if there is a weighty financial reason for the Company to do so.

- 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.

Authorisation to issue shares

The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors to resolve to issue shares in the Company as follows:

- The Board may issue either new shares or transfer own shares held by the Company (share issue).

- The maximum amount of shares to be so issued shall not exceed 57,000,000, which represents 9.63% of all the shares in the Company.

- The shares can be issued for consideration or without consideration. They can also be issued in deviation from the shareholders' pre-emptive rights by way of a directed issue if there is a weighty financial reason for the Company to do so. A directed issue may be decided e.g. to develop the capital structure of the Company, to finance or carry out acquisitions or other arrangements, or to use the shares as part of the Company's incentive schemes.

- The authorisation includes the right for the Board of Directors to resolve upon all other terms and conditions for the issuance of shares.

- The authorisation for the Board of Directors to issue 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 8 March 2018 to distribute the Company's own shares.