

Decisions by Fortum Corporation's Annual General Meeting 2019

FORTUM CORPORATION STOCK EXCHANGE RELEASE 26 MARCH 2019 AT 14.45 EET

Fortum Corporation's Annual General Meeting was held in Helsinki on 26 March 2019. The Annual General Meeting adopted the Financial Statements and the Consolidated Financial Statements for the financial period 1 January-31 December 2018.

In accordance with the proposal of the Board of Directors, the Annual General Meeting decided that a dividend of EUR 1.10 per share be paid for the financial year that ended on 31 December 2018, which corresponds to EUR 977,123,911.50 in aggregate, and that the remaining part of the distributable funds sheet shall be retained in the shareholders' equity. The dividend will be paid to shareholders who on the record date of the dividend payment 28 March 2019 are recorded in the company's shareholders' register held by Euroclear Finland Ltd. The dividend will be paid on 4 April 2019.

The Annual General Meeting discharged from liability the members of the Fortum Board of Directors and the President and CEO for the year 2018.

Board of Directors, remunerations and auditor

The Shareholders' Nomination Board did not reach a unanimous proposal, and consequently did not make a proposal for the remuneration paid to the Board of Directors for their following term of office. In accordance with the proposal of the State of Finland, the Annual General Meeting confirmed that the remuneration for Board service will remain unchanged for the upcoming term:

- for the Chairman EUR 75,000 per year,
- for the Deputy Chairman EUR 57,000 per year,
- for a Member EUR 40,000 per year, and
- for the Board member acting as the Chairman of the Audit and Risk Committee: EUR 57,000 per year if he or she is not simultaneously acting as Chairman or Deputy Chairman of the Board.

In addition, a fee of EUR 600 will be paid for each Board meeting and Board Committee meeting. 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, the proposed fee will be paid as single to all members. No fee will be paid for decisions made without a separate meeting.

In accordance with the Shareholders' Nomination Board's proposal, the Annual General Meeting decided that the Board of Directors will consist of nine members, including the Chairman and the Deputy Chairman.

In accordance with the Shareholders' Nomination Board's proposal, the Annual General Meeting elected the following persons to the Board of Directors for a term of office ending at the closing of the next Annual General Meeting: Mr Matti Lievonen as Chairman, Klaus-Dieter Maubach as Deputy Chairman, and Ms Eva Hamilton, Mr Kim Ignatius, Ms Essimari Kairisto, Ms Anja McAlister, Mr Veli-Matti Reinikkala, Mr Marco Ryan and Mr Philipp Rösler as Members.

Further details of the members of the Board of Directors are available on the company's website at www.fortum.com/governance.

The Annual General Meeting decided, in accordance with the proposal of the Board of Directors, to pay to the auditor pursuant to an invoice approved by the company.

The Annual General Meeting decided, in accordance with the proposal of the Board of Directors, to re-elect Deloitte Oy as the auditor. Deloitte Oy has notified the company that Reeta Virolainen, APA, will act as the responsible auditor.

Repurchase and disposal of the company's own shares

The Annual General Meeting decided, in accordance with the proposal of the Board of Directors, to authorise the Board of Directors to decide on the repurchase of the company's own shares, and at the same time cancel the repurchase authorisation resolved by the Annual General Meeting of 2018 as follows:

- The maximum number of own shares to be repurchased is 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 can be used to repurchase own shares on the basis of the authorisation.
- Own shares can 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 will decide how own shares will be repurchased. Own shares can be repurchased using, inter alia, derivatives. Own shares can be repurchased otherwise than in proportion to the shareholdings of the shareholders (directed repurchase).
- Own shares cannot be repurchased for the purposes of the company's incentive and remuneration schemes.
- The authorisation cancelled the authorisation resolved by the Annual General Meeting of 2018 to decide on the repurchase of the company's own shares, and it will be effective until the next Annual General Meeting and in any event no longer than for a period of 18 months.

In addition, the Annual General Meeting decided, in accordance with the proposal of the Board of Directors, to authorise the Board of Directors to decide on the disposal of the Company's own shares, and at the same time cancel the disposal authorisation resolved by the Annual General Meeting of 2018 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.

- The disposals cannot be made for the purposes of the company's incentive and remuneration schemes.
- The Board of Directors will 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 may also be made in deviation from the shareholders' pre-emptive rights for a weighty financial reason.
- The authorisation cancelled the authorisation resolved by the Annual General Meeting of 2018 to decide on the disposal of the company's own shares, and it will be effective until the next Annual General Meeting and in any even no longer than for a period of 18 months.

Charitable Contributions

The Annual General Meeting decided, in accordance with the proposal of the Board of Directors, to authorise the Board of Directors to decide on contributions in the total maximum amount of EUR 500,000 for charitable or similar purposes, and to decide on the recipients, purposes and other terms of the contributions.

The authorisation will be effective until the next Annual General Meeting.

Minutes of the meeting

The minutes of the Annual General Meeting will be available on the company's website as from 9 April 2019 at the latest.

Fortum Corporation

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Fortum

Fortum is a leading clean-energy company that provides its customers with electricity, heating and cooling as well as smart solutions to improve resource efficiency. We want to engage our customers and society to join the change for a cleaner world. We employ some 8,000 professionals in the Nordic and Baltic countries, Russia, Poland and India. In 2018, our sales were EUR 5.2 billion and 57% of our electricity generation was CO₂ free. Fortum's share is listed on Nasdaq Helsinki. www.fortum.com