**Annual General Meeting**

Wärtsilä’s ultimate decision-making body is the General Meeting of shareholders. It resolves issues as defined for General Meetings in the Finnish Companies Act and the company’s Articles of Association. The agenda items for the General Meeting of shareholders include the following:

- approving the financial statements
- deciding on the distribution of dividends
- discharging the company’s Board of Directors and President & CEO from liability for the financial year
- electing the company’s Board of Directors and auditor and deciding on their remuneration

A General Meeting of Wärtsilä Corporation is held at least once a year, at a time no later than the end of June. If needed, the company may also hold Extraordinary General Meetings. An invitation to the General Meeting is published on the company’s website or in a minimum of two daily newspapers, which are commonly distributed in Finland, as decided by the Board of Directors. The invitation shall be published no earlier than two months and no later than three weeks prior to the General Meeting. It shall, however, be published at least nine days prior to the shareholders’ record date. Wärtsilä also publishes the invitation to its General Meetings as a stock exchange release. The documents and draft resolutions to be submitted to the General Meeting can be found on Wärtsilä’s website.

Shareholders have the right to add items falling within the competence of the Annual General Meeting to the meeting’s agenda. The request must be submitted to the Board of Directors in writing sufficiently in advance of the meeting, so that the item can be added to the Notice of the General Meeting. Wärtsilä publishes on its website the date by which a shareholder must notify the company’s Board of Directors of an issue that he or she demands to be addressed at the General Meeting. This information is given no later than by the end of the financial period preceding the General Meeting and includes the postal or email address to which the demand shall be sent. The demand is always deemed to have arrived in time, if the Board is notified of the demand no later than four weeks before the delivery of the Notice of the General Meeting.

All shareholders registered by the record date in the company’s list of shareholders maintained by Euroclear Finland Ltd have the right to attend the Annual General Meeting. Each share entitles the holder to one vote. The Chairman of the Board of Directors, the members of the Board of Directors, and the President & CEO are present at the General Meeting. The auditor-in-charge also attends the Annual General Meeting. Director candidates shall also be present at the General Meeting that decides upon their election.

**Annual General Meeting 2019**

Wärtsilä’s Annual General Meeting was held on 7 March 2019. A total of 1,904 shareholders representing 355,176,251 votes participated in person or by proxy.

The Annual General Meeting approved the financial statements and discharged the members of the Board of Directors and the company’s President & CEO from liability for the financial year 2018. The audit firm PricewaterhouseCoopers Oy was elected as the auditor of the company for the year 2019. The Meeting approved the Board of Directors’ proposal to pay a dividend of EUR 0.48 per share in two instalments. The first instalment of EUR 0.24 per share was paid on 18 March 2019. The second dividend instalment of EUR 0.24 per share was paid on 27 September 2019. The Board of Directors was authorised to resolve to repurchase a maximum of 57,000,000 of the company’s own shares. The Board of Directors was authorised 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. The maximum number of shares to be so issued shall not exceed 57,000,000. 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. These authorisations were not used by the Board of Directors in 2019. All resolutions were taken without voting. The minutes of the meeting and other related documents can be found on Wärtsilä’s website: [www.wartsila.com/investors/governance](http://www.wartsila.com/investors/governance).