Outokumpu Corporation
Stock exchange release
February 13, 2025 at 11.00 am EET

Outokumpu – Notice to the Annual General Meeting 2025

Notice is given to the shareholders of Outokumpu Corporation ("Outokumpu" or "Company") to the Annual General Meeting to be held on Thursday, April 3, 2025 at 1.00 pm EEST in the Congress Wing of Finlandia Hall, at the address Mannerheimintie 13 E, 00100 Helsinki, Finland.

The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 10.30 am EEST at the meeting venue.

Shareholders of the Company can exercise their right to vote also by voting in advance. Instructions for voting in advance can be found in this notice to the Annual General Meeting in section "C. Instructions for the participants of the Annual General Meeting".

Shareholders, who are registered in the shareholders' register of the Company held by Euroclear Finland Oy on the record date of the Annual General Meeting, have the possibility to follow the Annual General Meeting via a webcast. Shareholders must register for the webcast in advance in accordance with the instructions in section "C. Instructions for the participants of the Annual General Meeting". Further instructions to follow the webcast will also be available on the Company's website at www.outokumpu.com/en/agm2025 well in advance of the date of the Annual General Meeting. It is not possible to present questions, make proposals, to speak or vote via the webcast, and following the meeting via the webcast is not considered participation in the meeting or exercise of shareholder rights.

Before the Annual General Meeting, from 11.00 am to 12.30 pm EEST, the President and CEO ("CEO") as well as the President for Business Area Ferrochrome of the Company will be available at Finlandia Hall at a discussion event organized by the Company. The event is not part of the Annual General Meeting, and its presentation language is Finnish. Simultaneous translation into English is also available. In connection with the event, participants can present questions, but the event will not be a decision-making forum. Questions presented at the event are thus not questions referred to in Chapter 5, Section 25 of the Finnish Companies Act. The event can accommodate a limited number of participants, and pre-registration is requested at www.outokumpu.com/en/agm2025.

The CEO will also present the Review of the Chief Executive Officer during the Annual General Meeting.

A. Agenda of the Annual General Meeting

Information and proposals concerning the formal organizational matters in agenda items 1 to 5 are included in a separate organizational document published on the Company's website at www.outokumpu.com/en/agm2025. The document also constitutes a part of this notice. The document will be supplemented at the Annual General Meeting with such information that is not available before the Annual General Meeting.

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

1. Opening of the meeting

2. Calling the meeting to order

3. Election of persons to scrutinize the minutes and to supervise the counting of votes

4. Recording the legality of the meeting

5. Recording the attendance at the meeting and adoption of the list of votes

6. Presentation of the annual accounts, the review by the Board of Directors and the auditor's report for the year 2024

Presentation of the Review by the Chief Executive Officer.

The annual accounts, the review by the Board of Directors (including the sustainability statement), the auditor's report, and the assurance report on sustainability reporting will be available on the Company's website www.outokumpu.com/en/agm2025 on week 10.

7. Adoption of the annual accounts

8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend

The distributable funds of the parent company as at December 31, 2024, amounted to EUR 2,555,308,718.73 including the profit for the financial year 2024 of EUR 110,097,520.30.

The Board of Directors proposes to the Annual General Meeting that a dividend of, in total, EUR 0.26 per share be paid based on the balance sheet to be adopted for the financial year ended December 31, 2024. The dividend will be paid in two instalments. The dividend will not be paid to shares held by the Company on the dividend record dates.

The first instalment of EUR 0.13 per share will be paid to shareholders who on the record date of the first dividend instalment April 7, 2025 are registered in the Company's shareholders' register held by Euroclear Finland Oy. The Board of Directors proposes that the first dividend instalment be paid on April 14, 2025.

The second instalment of EUR 0.13 per share will be paid to shareholders who on the record date of the second dividend instalment October 15, 2025 are registered in the Company's shareholders' register held by Euroclear Finland Oy. The Board of Directors proposes that the second dividend instalment be paid on October 22, 2025.

9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability for the financial year January 1–December 31, 2024

10. Consideration of the remuneration report for the governing bodies

The Board of Directors proposes that the remuneration report for the governing bodies for 2024 be approved. The resolution of the Annual General Meeting on the approval of the remuneration report is advisory.

The remuneration report for the governing bodies will be available on the Company's website at www.outokumpu.com/en/agm2025 on week 10.

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

The Shareholders' Nomination Board proposes to the Annual General Meeting that the annual remuneration of the Board of Directors would be increased as follows:

- the annual remuneration of the Chairman of the Board of Directors to EUR 186,000 (2024: EUR 180,000),
- the annual remuneration of the Vice Chairman of the Board of Directors to EUR 100,000 (2024: EUR 96,500),

- the annual remuneration of the Chairman of the Audit Committee or Remuneration Committee to EUR 100,000 (2024: EUR 96,500) if not simultaneously acting as the Chairman or Vice Chairman of the Board of Directors and
- the annual remuneration of the other members of the Board of Directors to EUR 77,000 (2024: EUR 75,000).

40% of the annual remuneration would be paid in the Company's own shares using treasury shares or shares to be purchased from the market at a price formed in public trading and in accordance with the applicable insider regulations. If a Board member, on the date of the Annual General Meeting, owns shares of the Company, which based on the closing price of that day represent a value exceeding the annual remuneration, he or she can opt to receive the remuneration in cash.

The Shareholders' Nomination Board proposes that the meeting fees which would be paid also for the Board Committee meetings, will remain unchanged at EUR 800 per meeting for each member of the Board of Directors and at EUR 1,600 when travelling to a meeting held outside the Board member's country of residence. The meeting fees are paid in cash.

The Shareholders' Nomination Board comprises Reima Rytsölä, CEO of Solidium Oy, Pekka Pajamo, CFO of Varma Mutual Pension Insurance Company, Jouko Pölönen, President and CEO of Ilmarinen Mutual Pension Insurance Company, Outi Antila, Director General of the Social Insurance Institution of Finland, and Kari Jordan, Chairman of the Board of Directors of Outokumpu.

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

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

For the sake of organization, if one or more of the persons proposed by the Shareholders' Nomination Board are not available for election to the Board of Directors for any reason on the date of the meeting, the number of proposed members of the Board of Directors will be reduced accordingly.

13. Election of the members of the Board of Directors

The Shareholders' Nomination Board proposes that the current members of the Board of Directors, Heinz Jörg Fuhrmann, Kari Jordan, Päivi Luostarinen, Jyrki Mäki-Kala, Petter Söderström and Julia Woodhouse would be re-elected, and that Hilde Merete Aasheim and Olavi Huhtala would be elected as new members, all for the term of office ending at the end of the next Annual General Meeting. The Nomination Board also proposes that Kari Jordan would be re-elected as the Chairman and Jyrki Mäki-Kala would be elected as the Vice Chairman of the Board of Directors.

Each of the proposed Board members has consented to their respective appointment and confirmed that they are independent of the Company and its major shareholders excluding Petter Söderström, who is independent of the Company but not of one of its major shareholders, Solidium Oy. Further information on the proposed Board members is available at Outokumpu's website at www.outokumpu.com and www.outokumpu.com/en/agm2025.

The Nomination Board has considered the composition of the Board of Directors as to its overall structure as well as the individual members' versatile and mutually complementary professional expertise and experience. The Nomination Board therefore proposes that the Board of Directors is elected as a whole, not each Board member individually.

14. Resolution on the remuneration of the auditor

The Board of Directors proposes to the Annual General Meeting, on the recommendation of the Audit Committee, that the elected auditor be reimbursed in accordance with the respective invoice approved by the Company.

15. Election of the auditor

The Board of Directors proposes to the Annual General Meeting, on the recommendation of the Audit Committee, that the audit firm PricewaterhouseCoopers Oy be elected as the auditor for the term of office ending at the end of the next Annual General Meeting. The auditor's assignment also includes giving the auditor's statement on the discharge of the members of the Board of Directors and the CEO from liability and on the proposal of the Board of Directors for distribution of profit.

PricewaterhouseCoopers Oy has informed the Company that Samuli Perälä, APA, will act as the responsible auditor.

The Audit Committee has prepared its recommendation in accordance with the EU Audit Regulation (537/2014). The Audit Committee hereby confirms that its recommendation is free from influence by a third party and that no clause of the kind referred to in paragraph 6 of Article 16 of the EU Audit Regulation, which would restrict the choice by the Annual General Meeting as regards the appointment of the auditor, has been imposed upon it.

16. Election of the sustainability reporting assurance provider

The Board of Directors proposes to the Annual General Meeting, on the recommendation of the Audit Committee, that the sustainability audit firm PricewaterhouseCoopers Oy be elected as the sustainability reporting assurance provider for the term of office ending at the end of the next Annual General Meeting.

PricewaterhouseCoopers Oy has informed the Company that Tiina Puukkoniemi, APA, authorized sustainability auditor (ASA), will act as the responsible authorized sustainability auditor.

17. Authorizing the Board of Directors to resolve on the repurchase of the Company's own shares

The Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorized to resolve to repurchase a maximum of 45,000,000 of Outokumpu's own shares, currently representing approximately 9.85% of Outokumpu's total number of registered shares. The own shares may be repurchased pursuant to the authorization only by using unrestricted equity. The price payable for the shares shall be based on the price paid for the Company's shares on the day of repurchase in public trading or otherwise at a price formed on the market.

Based on the authorization, the Board of Directors would resolve how the own shares shall be repurchased. The own shares may be repurchased in deviation from the proportional shareholdings of the shareholders (directed repurchase). Shares may also be acquired outside public trading. In executing the repurchase of the Company's shares, derivative, share lending, or other agreements that are customary within the framework of capital markets may take place in accordance with legislative and regulatory requirements. The repurchased own shares may be held by the Company, cancelled, or transferred further. The aggregate number of the Company's own shares held by Outokumpu and its subsidiaries may not, however, exceed 10% of the total number of the Company's shares. The authorization would be valid until the end of the next Annual General Meeting, however expiring at the latest on June 30, 2026. On the date of this notice February 13, 2025, Outokumpu holds 33,188,820 own shares.

18. Authorizing the Board of Directors to resolve on the issuance of shares as well as special rights entitling to shares

The Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorized to resolve to issue a maximum of 45,000,000 shares in one or several instalments through a share issue and/or by issuing special rights entitling to shares, as specified in Chapter 10, Section 1, of the Finnish Companies Act, not however option rights to Outokumpu's management and personnel for incentive purposes. 45,000,000 shares would currently represent approximately 9.85% of Outokumpu's total number of registered shares.

Based on the authorization, the Board of Directors would resolve upon all other terms and conditions of the share issue and of the issue of special rights entitling to shares. The Board of Directors would have the authority to resolve the issue of shares and special rights in deviation of the pre-emptive subscription right of the shareholders (directed issue). The authorization would cover both the issuance of new shares and the transfer of treasury shares held by the Company. The authorization would be valid until the end of the next Annual General Meeting, however expiring at the latest on June 30, 2026.

19. Closing of the meeting

B. Documents of the Annual General Meeting

This notice, which includes the agenda of the Annual General Meeting, the proposals of the Board of Directors and the Shareholders' Nomination Board, and the organizational document of the Annual General Meeting, is available at Outokumpu's Annual General Meeting website at www.outokumpu.com/en/agm2025.

The annual accounts of Outokumpu, the review by the Board of Directors (including the sustainability statement), the auditor's report and the assurance report on sustainability reporting as well as the remuneration report for the Company's governing bodies will be available on the above-mentioned website on week 10. The above-mentioned documents are also available at the Annual General Meeting.

The minutes of the Annual General Meeting will be available on the above-mentioned website of Outokumpu as of April 17, 2025, at the latest.

C. Instructions for the participants of the Annual General Meeting

1. Shareholders registered in the shareholders' register

Each shareholder who is registered on the record date of the Annual General Meeting March 24, 2025 in the shareholders' register of the Company held by Euroclear Finland Oy, has the right to participate in the Annual General Meeting. Shareholders, whose shares are registered on their personal Finnish book-entry account (including equity savings account), are automatically registered in Outokumpu's shareholders' register. For those shareholders who do not have a Finnish book-entry account (including equity savings account), instructions are presented in section "2. Holders of nominee registered shares".

Registration for the meeting will begin on February 14, 2025 at 10.00 am EET. A shareholder, who is registered in the shareholders' register of the Company and wants to participate in the Annual General Meeting, must register for the Annual General Meeting no later than March 27, 2025 by 4.00 pm EET by which time the registration needs to be received. Registration can be made by the following means:

a. at Outokumpu's Annual General Meeting website at www.outokumpu.com/en/agm2025

Electronic registration requires a strong electronic identification of the shareholder or the shareholder's proxy representative or legal representative with a bank ID or mobile certificate.

b. by mail or email

Shareholders may send their registration to Innovatics Oy by mail to Innovatics Oy, AGM/Outokumpu Corporation, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland or by email to agm.outokumpu@innovatics.fi.

c. by phone +358 10 281 8909 during the registration period from Monday to Friday at 9.00 am –12.00 pm noon EET and 1.00 pm - 4.00 pm EET

In connection with the registration, requested information must be provided, such as the name, date of birth or business ID, telephone number and email address of the shareholder, and the name of a possible assistant or proxy representative or legal representative as well as the date of birth of the possible proxy representative or legal representative. The personal data given to Outokumpu or Innovatics Oy is used only in connection with the Annual General Meeting and with the processing of related necessary registrations.

Shareholders, their legal representatives or proxy representatives shall, to the extent necessary, be able to prove their identity and/or right of representation at the meeting venue.

2. Holders of nominee registered shares

Holders of nominee registered shares have the right to participate in the Annual General Meeting by virtue of such shares, based on which they, on the record date of the Annual General Meeting, March 24, 2025, would be entitled to be registered in the shareholders' register of the Company held by Euroclear Finland Oy. Participation in the meeting also requires that the shareholder has by virtue of such shares been temporarily registered into the shareholders' register held by Euroclear Finland Oy at the latest by March 31, 2025 by 10.00 am EEST. For nominee-registered shareholders, this constitutes due registration for the Annual General Meeting. Changes in the ownership of shares after the record date of the Annual General Meeting do not affect the right to participate in the Annual General Meeting nor the number of votes of the shareholder at the Annual General Meeting.

Holders of nominee registered shares are advised to request well in advance the necessary instructions from their custodian regarding the temporary registration in the shareholders' register, the issuing of proxy authorization documents and voting instructions as well as registration for the Annual General Meeting. The account manager of the custodian shall temporarily register a holder of nominee-registered shares who wants to participate in the Annual General Meeting into the shareholders' register of the Company at the latest by the time stated above and, as needed, arrange advance voting on behalf of the holders of nominee registered shares by the end of the above registration period, i.e. by March 31, 2025 by 10.00 am EEST. For the sake of clarity, it is noted that holders of nominee-registered shares cannot register directly for the Annual General Meeting on the Company's website, but they must be registered by their custodians instead.

3. Proxy representatives and powers of attorney

Shareholders may participate in the Annual General Meeting and exercise their rights at the meeting also by way of proxy representation. A proxy representative of a shareholder may also vote in advance in the manner instructed in this notice. If proxy representatives register electronically, they must identify themselves through strong electronic authentication in the electronic registration service, after which they

can register on behalf of the shareholder they represent. The same applies to voting in advance electronically.

Proxy representatives must present a dated proxy document or otherwise in a reliable manner demonstrate their right to represent the shareholder in the Annual General Meeting. A template proxy authorization document is available on the Company's website at www.outokumpu.com/en/agm2025.

Should a shareholder participate in the Annual General Meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the Annual General Meeting.

Possible proxy authorization documents are requested to be delivered primarily in connection with the electronic registration as attachments or alternatively by email to agm.outokumpu@innovatics.fi or as originals by regular mail to Innovatics Oy, AGM/Outokumpu Corporation, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland before the end of the registration period, by which time the proxy authorization documents must be received. In addition to delivering proxy authorizations, shareholders or their proxy representatives must also register for the meeting and, as needed, vote in advance as instructed in this notice.

Shareholders may also, as an alternative to traditional proxy authorization documents, use the electronic Suomi.fi authorization service for authorizing their proxy representatives. The representative is mandated in the Suomi.fi service at www.suomi.fi/e-authorizations (using the authorization topic "Representation at the General Meeting"). When registering for the Annual General Meeting in the general meeting service, authorized representatives shall identify themselves with strong electronic authentication, after which the electronic mandate is automatically verified. The strong electronic authentication takes place with personal online banking credentials or a mobile certificate. For more information, see www.suomi.fi/e-authorizations.

4. Advance voting

Shareholders whose shares are registered on their Finnish book-entry account (including equity savings account) may vote in advance on agenda items 7–18 of the Annual General Meeting during the period between March 6, 2025 at 10.00 am EET and March 27, 2025 at 4.00 pm EET by the following means:

a. at Outokumpu's Annual General Meeting website at www.outokumpu.com/en/agm2025

Electronic voting in advance requires strong electronic identification of the shareholder or the shareholder's proxy representative or legal representative with a bank ID or mobile certificate.

b. by mail or email

Shareholders may send the advance voting form available on the Company's website as of March 6, 2025 10.00 am EET or corresponding information to Innovatics Oy by mail to Innovatics Oy, AGM/Outokumpu Corporation, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland or by email to agm.outokumpu@innovatics.fi. Advance votes must be received by the end of the advance voting period. Submitting advance votes in this way before the end of registration and advance voting period is considered due registration for the Annual General Meeting, provided they contain the information required for registration, as mentioned above in section C.1.

Shareholders who have voted in advance and who wish to exercise their other rights under the Finnish Companies Act, such as the right to ask questions, the right to propose resolutions, the right to demand a

vote at the Annual General Meeting or to vote on any other proposals made at the meeting, must attend the Annual General Meeting at the meeting venue themselves or by way of proxy representation.

For holders of nominee-registered shares, advance voting takes place through the account manager. The account manager can vote in advance on behalf of the nominee-registered shareholders they represent in accordance with the voting instructions provided by them during the registration period set for the holders of nominee-registered shares.

A proposal subject to advance voting is considered to have been presented without amendments at the Annual General Meeting. Instructions regarding the advance voting and the terms related to the advance voting will be available on the Company's website at www.outokumpu.com/en/agm2025 as of March 6, 2025 at the latest.

5. Other instructions and information

The meeting language of the Annual General Meeting will be Finnish. There will be simultaneous translation into English at the meeting.

A shareholder present at the Annual General Meeting has the right to ask questions about the matters discussed at the meeting in accordance with Chapter 5, Section 25 of the Finnish Companies Act.

Information on the Annual General Meeting required by the Finnish Companies Act and the Finnish Securities Markets Act is available on the Company's website at www.outokumpu.com/en/agm2025.

Changes in the ownership of shares after the record date of the Annual General Meeting do not affect the right to participate in the Annual General Meeting nor the number of votes of the shareholder at the Annual General Meeting.

Shareholders have the possibility to follow the meeting via a webcast. Following the meeting via the webcast requires registration for the Annual General Meeting through the electronic registration service or by email in accordance with the instructions in section C.1 of this notice. The video connection link and password to follow the meeting via the live webcast will be sent by email and/or text message to the email address and/or mobile phone number provided in connection with the registration at the latest on the day before the Annual General Meeting.

Following the meeting via the live webcast is only possible for shareholders who are registered in the Company's shareholders' register maintained by Euroclear Finland Oy on the record date of the Annual General Meeting and who have registered for the meeting or for following the meeting via the webcast within the registration period. A shareholder following the Annual General Meeting via the webcast is not considered to have participated in the meeting. Only shareholders who have voted in advance or who participate in the meeting at the meeting venue in person or by way of proxy representation are considered as participants in the meeting.

On the date of this notice, February 13, 2025, the total number of shares in the Company is 456,874,448 shares which represent the same number of votes. On the date of this notice, the Company holds 33,188,820 treasury shares, in respect of which voting rights cannot be exercised at the Annual General Meeting.

Link to Outokumpu's Annual General Meeting website: www.outokumpu.com/en/agm2025

Helsinki, February 13, 2025

Outokumpu Corporation
Board of Directors

For more information:

Investors: Linda Häkkilä, Head of Investor Relations, tel. +358 40 071 9669

Media: Päivi Allenius, SVP – Communications and Brand, tel. +358 40 753 7374, or Outokumpu media desk, tel. +358 40 351 9840, e-mail: media@outokumpu.com