

**OUTOTEC OYJ****Listing of EUR 150,000,000 Senior Unsecured Notes Due 16 September 2020****The notes are represented by units in denominations of EUR 1,000**

Outotec Oyj (the “Company”, “Outotec” or the “Issuer”) resolved on 5 September 2013 to issue senior unsecured notes with a principal amount of EUR 150,000,000 (the “Notes”) based on the authorization given by the Company’s Board of Directors on 23 August 2013. The Notes were offered for subscription in a minimum amount of EUR 100,000 through a book-building procedure that was carried out on 5 September 2013 (the “Offering”). The result of the Offering was announced on 5 September 2013 and the Notes were allocated mainly to certain institutional investors. The Notes bear interest at the rate of 3.75 per cent per annum. The maturity of the Notes is on 16 September 2020, unless the Issuer has prepaid the Notes in accordance with the terms and conditions of the Notes.

The Company will apply for the listing of the Notes on NASDAQ OMX Helsinki Ltd. (the “Helsinki Stock Exchange”). Public trading in the Notes is expected to commence on or about 19 September 2013 under the trading code “OTEJ037520”.

This listing prospectus (the “Prospectus”) contains information on the Offering and the Notes. The Prospectus has been prepared solely for the purpose of admission to listing of the Notes on the Helsinki Stock Exchange (the “Listing”) and does not constitute any offering of the Notes.

Neither the Issuer nor the Notes are currently rated by any rating agency.

An investment in the Notes involves certain risks; see “Risk Factors” in the Prospectus.

Neither the Issuer nor the Arrangers (as defined below) have taken any action, nor will they take any action, to offer the Notes or distribute this Prospectus or any other documents relating to the Notes to the public in Finland or in any other jurisdiction than Finland in any form which would constitute a public offer of the Notes.

The Notes have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”) and the Notes may not be offered or sold, directly or indirectly, within the United States or to, or for the account or benefit of any U.S. person (as such terms are defined in Regulation S under the Securities Act).

Arrangers

CERTAIN INFORMATION

This Prospectus has been prepared in accordance with the following regulations: the Finnish Securities Market Act (14.12.2012/746, as amended) (the “Finnish Securities Market Act”), the decree issued by the Finnish Ministry of Finance on Listing Particulars under Chapters 3 through 5 of the Finnish Securities Market Act (20.12.2012/1019, as amended), Commission Regulation (EC) No 809/2004 issued on 29 April 2004, as amended (annexes IV, V and XXII), implementing Directive 2003/71/EC of the European Parliament and of the Council and the amendments thereto (the “Prospectus Directive”) concerning information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements, and the regulations and guidelines issued by the Finnish Financial Supervisory Authority (the “FIN-FSA”). The FIN-FSA has approved this Prospectus but is not liable for the correctness of the information presented herein. The journal number of the FIN-FSA’s decision of approval is FIVA 76/02.05.04/2013.

In this Prospectus, any reference to the “Company”, “Outotec” or “Outotec group” means Outotec Oyj and its subsidiaries on a consolidated basis, except where it is clear from the context that the term means Outotec Oyj or a particular subsidiary, and except that references and matters relating to the shares and share capital of the Company or matters of corporate governance shall refer to the shares, share capital and corporate governance of Outotec Oyj.

This Prospectus should be read in conjunction with all documents which are deemed to be incorporated herein by reference. This Prospectus shall be read and construed on the basis that such documents are incorporated and form part of this Prospectus. See “Information Incorporated by Reference”.

Nordea Bank Finland Plc and Skandinaviska Enskilda Banken AB (publ) Helsinki Branch (each an “Arranger” and jointly, the “Arrangers”) are acting exclusively for Outotec as Arrangers of the Listing and will not be responsible to anyone other than Outotec for providing the protections afforded to their respective clients nor giving investment or other advice in relation to the Notes.

Prospective investors should rely solely on the information contained in the Prospectus. Neither Outotec nor the Arrangers have authorised anyone to provide any information or give any statements other than those provided in the Prospectus. Each Arranger assumes no responsibility for the accuracy or completeness of the information and, accordingly, disclaims to the fullest extent permitted by applicable law, any and all liability whether arising in tort, contract or otherwise, which it might otherwise be found to have in respect of this Prospectus or any such statement.

Delivery of the Prospectus shall not, under any circumstances, indicate that the information presented in the Prospectus is correct on any day other than the date of the Prospectus, or that there would not be any changes in the business of Outotec after the date of the Prospectus. However, if a fault or omission is discovered in the Prospectus before the admission of the Notes for listing on the Helsinki Stock Exchange and such fault or omission may be of material importance to investors, the Prospectus shall be supplemented in accordance with the Finnish Securities Market Act. Information given in the Prospectus is not a guarantee or grant for future events by Outotec and shall not be considered as such. Unless otherwise stated, any estimates with respect to market development relating to Outotec or its industry are based upon the reasonable estimates of the Company’s management.

In making an investment decision, each investor must rely on their examination, analysis and enquiry of Outotec and the terms of the Notes, including the risks and merits involved. Neither Outotec, nor the Arrangers nor any of their respective affiliated parties or representatives, is making any representation to any offeree or subscriber of the Notes regarding the legality of the investment by such person. Investors are required to make their independent assessment of the legal, tax, business, financial and other consequences of an investment in the Notes.

The distribution of the Prospectus and the offer and sale of the Notes in certain jurisdictions may be restricted by law. Persons into whose possession the Prospectus comes are required by Outotec and the Arrangers to inform themselves about and to observe any such restrictions. This Prospectus may not be distributed in the United States, Australia, Canada, Hong Kong, Japan or Singapore or such other countries or otherwise in such circumstances in which the offering of the Notes would be unlawful or require measures other than those required under the Finnish laws. This Prospectus does not constitute an offer of, or an invitation to purchase, the Notes in any jurisdiction in which such offer or invitation would be unlawful. No offer is being made hereby to persons whose participation in the Offering requires any additional prospectus or registration. None of the Company, the Arrangers or any of their respective affiliates or representatives accepts any legal responsibility for any such violations by any person or entity, whether or not a prospective purchaser of Notes, and whether or not the person or entity is aware of such restrictions.

The Notes have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”) and the Notes may not be offered or sold, directly or indirectly, within the United States or to, or for the account or benefit of any U.S. person (as such terms are defined in Regulation S under the Securities Act).

This Prospectus has been prepared solely for the purpose of listing of the Notes on the Helsinki Stock Exchange. It does not constitute an offer of securities for sale, or a solicitation of an offer to buy any securities, anywhere in the world.

This Prospectus has been prepared in English only. However, the summary of this Prospectus has been translated into Finnish.

The Offering and the Notes are governed by Finnish law. Any dispute arising in relation to the Offering or the Notes shall be settled exclusively by Finnish courts in accordance with Finnish law.

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TIIVISTELMÄ

Tiivistelmät laaditaan tiedonantovelvollisuuksien mukaisesti ”Osatekijöittäin”. Nämä Osatekijät on numeroitu jaksoiksi A – E (A.1 – E.7).

Tämä tiivistelmä sisältää kaikki ne Osatekijät, jotka on sisällytettävä tällaisia arvopapereita ja tällaista liikkeeseenlaskijaa varten laadittuun tiivistelmään. Koska kaikkien Osatekijöiden käsittelyä ei vaadita, Osatekijöiden numeroinnissa voi olla aukkoja.

Vaikka Osatekijä olisikin sisällytettävä tiivistelmään arvopapereiden tai liikkeeseenlaskijan tyyppin vuoksi, on mahdollista, että Osatekijän osalta ei ole annettavissa mitään relevanttia tietoa. Tällaisessa tapauksessa tiivistelmään on sisällytetty Osatekijästä lyhyt kuvaus sekä maininta ”ei sovelleta”.

Jakso A – Johdanto ja varoitukset		
A.1	Varoitus	<p>Tätä tiivistelmää tulee pitää Esitteen johdantona. Sijoittajan tulee perustaa Velkakirjoja koskeva sijoituspäätöksensä Esitteessä esitettyihin tietoihin kokonaisuutena.</p> <p>Jos tuomioistuimessa pannaan vireille Esitteeseen sisältyviä tietoja koskeva kanne, kantajana toimiva sijoittaja voi sovellettavan lainsäädännön mukaan joutua ennen oikeudenkäynnin vireillepanoa vastaamaan Esitteen käännöskustannuksista. Outotec vastaa siviilioikeudellisesti tästä tiivistelmästä ja sen käännöksestä vain, jos tiivistelmä on harhaanjohtava, epätarkka tai epä johdonmukainen suhteessa Esitteen muihin osiin tai jos tiivistelmässä ei anneta yhdessä Esitteen muiden osien kanssa keskeisiä tietoja sijoittajien auttamiseksi, kun he harkitsevat sijoittamista näihin Velkakirjoihin.</p>
A.2	Suostumus arvopapereiden edelleenmyyntiin ja lopulliseen sijoittamiseen/ tarjousaika/ suostumuksen ehdot	Ei sovellu.

Jakso B – Liikkeeseenlaskija		
B.1	Virallinen nimi ja muu liike-toiminnassa käytetty toiminimi	Liikkeeseenlaskijan virallinen nimi ja liiketoiminnassa käytetty toiminimi on Outotec Oyj.
B.2	Asuinpaikka/ oikeudellinen muoto/ sovellettava laki/ liikkeeseenlaskijan perustamis-maa	Outotecin kotipaikka on Espoo, Suomi. Outotec on julkinen osakeyhtiö, joka on perustettu Suomessa ja sen toimintaan sovelletaan Suomen lakia.

B.4b	Merkittävimmät mahdolliset tiedossa olevat suuntaukset	<p>Mineraalien ja metallien sekä vaihtoehtoisten energia ja teollisuusvesien käsittelyn ratkaisujen keskipitkän ja pitkän aikavälin markkinanäkymät ovat megatrendien vaikutuksesta myönteiset. Mineraalien ja metallinjalostuksessa tarvitaan uusia investointeja, sillä nykyinen tuotantokapasiteetti ja meneillään olevat investoinnit uuteen kapasiteettiin eivät riitä kattamaan metallien pitkän aikavälin kysyntää. Lisäksi malmien heikentyvät metallipitoisuudet ja yhä haastavammalla malmilla edellyttävät lisäkapasiteettia sekä investointeja edistyskelpoisiin teknologioihin, jotta metallien saanti on riittävää. Kiristyvät ympäristösäännökset, lisääntyvät energiatehokkuuden vaatimukset ja vesipula lisäävät investointeja kestävä kehityksen mahdollistaviin teknologioihin. Yleisesti ottaen teollisuudessa yritykset kiinnittävät yhä enemmän huomiota tuotannon yhteiskunnallisiin ja ympäristövaikutuksiin, mikä lisää kestävä kehityksen teknologioiden kysyntää. Kaiken kaikkiaan nämä suuntaukset lisäävät Outotecin elinkaariratkaisujen kysyntää, koska ne tarjoavat parhaan tuoton asiakkaan investoinnille ennakoitavissa olevin kustannuksin, aikatauluin ja suorituskyvyin, siten pienentäen investoinnin kokonaisriskiä.</p>
B.5	Konserni	<p>Outotec on Outotec-konsernin emoyhtiö. Outotecin suoraan tai välillisesti omistamat tytäryhtiöt 30.6.2013 (100 % osakkeista):</p> <p>Aisco Systems Inc. Chile y Compañia Ltda Auburn Project Management Inc. Ausiron Development Corporation Pty. Ltd. International Project Services Ltd. Oy Kumpu GmbH Larox AB Larox India Private Ltd. Larox SA (Proprietary) Ltd. MP Metals Processing Engineering Oy OOO Larox OOO Outotec Norilsk Outotec (Australasia) Pty. Ltd. Outotec (Canada) Ltd. Outotec (Ceramics) Oy Outotec (Chile) S.A. Outotec (Filters) GmbH Outotec (Filters) Oy Outotec (Finland) Oy Outotec (Ghana) Limited Outotec (Kazakhstan) LLP Outotec (Mexico), S.A. de C.V. Outotec (Netherlands) B.V. Outotec (Norway) AS Outotec (Peru) S.A.C. Outotec (Polska) Sp. z o.o. Outotec (RSA) (Pty) Ltd. Outotec (Shanghai) Co. Ltd. Outotec (Sweden) AB Outotec (UK) Ltd. Outotec (USA) Inc. Outotec (Zambia) Ltd. Outotec Ausmelt Pty. Ltd. Outotec B.V. Outotec Deutschland GmbH Outotec Filters Australia Pty. Ltd. Outotec GmbH Outotec Holding GmbH</p>

		<p>Outotec India Private Ltd. Outotec International Holdings Oy Outotec Mongolia LLC Outotec Namibia (Pty) Ltd Outotec Pty. Ltd. Outotec Saudi Arabia LLC Outotec Servicios Industriales Ltda. Outotec Suzhou Co. Ltd. Outotec Tecnologia Brasil Ltda. Outotec Turula Oy Petrobau Ingenieur Bulgaria EOOD PT Outotec Technology Solutions Scanalyse Holdings Pty Ltd. Scanalyse Chile S.A. Scanalyse Do Brazil Processamento De Dados Ltda. Scanalyse Inc. Scanalyse Pty Ltd. Scheibler Filters Ltd. ZAO Outotec St. Petersburg</p> <p>Omistus osakkuusyhtiöissä:</p> <p>Enefit Outotec Technology Oü Estonia (40.0%) GreenExergy AB Sweden (45.0%) Middle East Metals Processing Company Ltd. (49.0%)</p>
B.9	Tulosennuste ja -arvio	<p>Liikkeeseenlaskija lausuu 30.6.2013 päättyneeltä 6 kuukauden ajajaksolta antamassaan osavuositarkastuksessaan tulevaisuudennäkymistä seuraavaa:</p> <p>“Vahvan tilauskannan, tämänhetkisten markkinanäkymien ja tarjouspyyntöjen perusteella johto arvioi että vuoden 2013 liikevaihto tulee olemaan noin 2,1-2,3 miljardia euroa ja operatiivisen liiketoiminnan liikevoittoprosentti (ennen kertaeriä ja hankintamenon allokointiin liittyviä (PPA) poistoja) noin 9,5-10,5.”</p>
B.10	Tilintarkastus kertomuksessa esitetyt muistutukset	Ei sovelleta; tilintarkastuskertomukset eivät sisällä muistutuksia.
B.12	Ei merkittäviä kielteisiä muutoksia eikä merkittäviä muutoksia Keskeiset taloudelliset tiedot	<p>Liikkeeseenlaskijan kehitysnäkymissä ei ole tapahtunut merkittäviä kielteisiä muutoksia viimeisen tarkastetun tilinpäätöksen julkistamispäivän jälkeen.</p> <p>Yhtiön taloudellisessa asemassa tai liiketoiminnallisessa asemassa ei ole tapahtunut merkittäviä muutoksia 30.6.2013 jälkeen.</p> <p>Alla on esitetty yhteenveto Yhtiön konsolidoidusta taloudellisesta informaatiosta 31.12.2012 ja 31.12.2011 päättyneiltä tilikaudilta sekä Yhtiön konsolidoidusta taloudellisesta informaatiosta 30.6.2013 ja 30.6.2012 päättyneiltä kuuden kuukauden jaksoilta. Tämän yhteenvedon informaatio on johdettu Yhtiön konsernitilinpäätöksistä 31.12.2012 ja 31.12.2011 päättyneiltä tilikaudilta sekä 30.6.2013 päättyneeltä kuuden kuukauden jaksolta laaditusta osavuositarkastuksesta, mukaan lukien tilintarkastamaton oikaistu konsolidoitu taloudellinen informaatio 31.12.2012 päättyneeltä vuodelta, jotka on sisällytetty tähän Esitteeseen. Tietoja tulee tarkastella yhdessä tilinpäätöstietojen ja niiden liitetietojen sekä osavuositarkastuksen kanssa. Outotecin konsernitilinpäätös sekä osavuositarkastukset on laadittu soveltuvien kansainvälisten tilinpäätösstandardien (IFRS) mukaisesti siten kuin Euroopan Unioni on ne hyväksynyt sekä 30.6.2013 voimassa olevien SIC- ja IFRIC-tulkintojen mukaisesti. Alla olevassa taulukossa 31.12.2011</p>

		päättäneeltä tilikaudelta esitetyt tiedot ovat tilintarkastettuja, mutta 31.12.2012 päättäneeltä tilikaudelta esitetyt oikaistut tiedot, jotka ottavat huomioon Yhtiössä 1.1.2013 käyttöön otetun muutetun ”IAS 19 Työsuhde-etuudet” -standardin, ja 30.6.2013 ja 30.6.2012 päättäneiden kuuden kuukauden jaksojen osalta esitetyt tiedot ovat tilintarkastamattomia.			
KONSERNIN TULOSLASKELMA,		2012⁽¹⁾	2011	2013	2012⁽¹⁾
		(tilintar kastama ton)	(tilintar kastettu)	(tilin tarkasta maton)	(tilintar kastama ton)
milj. euro		1 tammikuu – 31 joulukuu		1 tammikuu – 30 kesäkuu	
Liikevaihto		2.087,4	1.385,6	1.014,3	934,8
Hankinnan ja valmistuksen kulut		-1.653,9	-1.053,1	-811,6	-739,9
Bruttokate		433,6	332,5	202,7	194,9
Muut tuotot		9,3	3,9	4,3	0,2
Myynnin ja markkinoinnin kulut		-103,1	-86,4	-51,6	-49,8
Hallinnon kulut		-110,0	-97,7	-59,4	-53,2
Tutkimus- ja kehitystoiminnan kulut		-41,6	-33,5	-23,9	-18,8
Muut kulut		-3,6	-6,7	-0,5	-4,9
Osuus osakkuusyritysten tuloksesta		-0,3	-0,0	-0,1	-0,1
Liikevoitto		184,3	111,9	71,5	68,4
Rahoitustuotot ja -kulut					
Korkotuotot ja -kulut		5,1	6,0	1,4	3,1
Markkinahintoihin liittyvät voitot ja tappiot		-2,6	-0,3	-2,6	-0,4
Muut rahoitustuotot ja -kulut		-7,0	-4,4	-2,5	-3,2
Rahoitustuotot ja -kulut		-4,6	1,4	-3,8	-0,5
Voitto ennen veroja		179,7	113,3	67,7	67,9
Tuloverot		-51,9	-34,0	-19,6	-20,5
Tilikauden voitto		127,8	79,3	48,2	47,3
Muut laajan tuloksen erät					
Ulkomaisten yksikön tilinpäätöksen muuntamisesta johtuvat voitot ja tappiot		-0,6	-3,9	-11,7	4,7
Kauden aikana kirjatut voitot ja tappiot rahavirran suojauksista		9,4	-4,3	-3,6	-0,7
Etuspohjaisten työsuhde- etuuksien vakuutusmatemaattiset tappiot		-8,1	N/A	-0,1	-4,1

		Myytavissä olevista sijoituksista	-0,1	-0,2	-0,1	-0,1
		Muihin laajan tuloksen eriin liittyvät verot	1,9	1,3	-0,2	1,4
		Muut laajan tuloksen erät verojen jälkeen	2,5	-7,2	-15,7	1,3
		Tilikauden laaja tulos	130,2	72,1	32,4	48,6
		Tilikauden voiton jakautuminen emoyhtiön omistajille	127,8	79,3	48,2	47,3
		Tilikauden laajan tuloksen jakautuminen emoyhtiön omistajille	130,2	72,1	32,4	48,6
		KONSERNIN	2012⁽¹⁾	2011	2013	2012⁽¹⁾
			(tilintar	(tilintar	(tilin	(tilintar
			kastama	kastettu)	tarkasta	kastama
		LYHENNETTY TASE,	ton)	ton)	maton)	ton)
		milj. euro	31 joulukuu	30 kesäkuu		
		VARAT				
		Pitkäaikaiset varat				
		Aineettomat hyödykkeet	335,0	286,8	333,8	305,1
		Aineelliset				
		käyttöomaisuushyödykkeet	75,3	62,5	76,6	67,5
		Laskennalliset verosaamiset	57,1	47,3	56,4	53,1
		Sijoitukset ja saamiset				
		Korolliset	3,8	2,4	4,0	2,4
		Korottomat	2,4	2,5	2,1	1,9
		Pitkäaikaiset varat yhteensä	473,6	401,5	473,0	430,0
		Lyhytaikaiset varat				
		Vaihto-omaisuus	180,8	148,6	169,9	197,8
		Lyhytaikaiset varat				
		Korolliset	0,2	0,7	0,2	1,6
		Korottomat	619,7	468,1	584,5	510,1
		Rahavarat	358,6	402,5	293,7	393,7
		Lyhytaikaiset varat yhteensä	1.159,3	1.019,9	1.048,3	1.103,2
		VARAT YHTEENSÄ	1.632,9	1.421,4	1.521,3	1.533,1
		OMA PÄÄOMA JA VELAT				
		Emoyhtiön omistajille kuuluva oma pääoma	471,5	398,4	452,9	407,8
		Määräysvallattomien omistajien osuus	1,2	1,1	-	1,2

		Oma pääoma yhteensä	472,7	399,5	452,9	409,0
		Pitkäaikaiset velat				
		Korolliset	74,3	47,6	67,7	41,9
		Korottomat	118,3	107,0	122,0	107,1
		Pitkäaikaiset velat yhteensä	192,6	154,6	189,7	149,0
		Lyhytaikaiset velat				
		Korolliset	23,6	18,9	37,8	21,2
		Korottomat				
		Saadut ennakkomaksut	358,8	399,0	331,1	465,2
		Muut korottomat				
		lyhytaikaiset velat	585,1	449,4	509,8	488,8
		Lyhytaikaiset velat yhteensä	967,6	867,3	878,7	975,1
		Velat yhteensä	1.160,2	1.021,9	1.068,4	1.124,1
		OMA PÄÄOMA JA VELAT YHTEENSÄ	1.632,9	1.421,4	1.521,3	1.533,1
		LYHENNETTY RAHAVIRTA-LASKELMA,				
		milj. eur	2012⁽¹⁾	2011	2013	2012⁽¹⁾
			(tilintar kastama ton)	(tilintar kastettu)	(tilintar kastama ton)	(tilintar kastama ton)
			1.1–31.12		1.1–30.6	
		Liiketoiminnan rahavirrat				
		Tilikauden voitto	127,8	79,3	48,2	47,3
		Oikaisut				
		Poistot	31,4	19,4	17,6	14,8
		Muut oikaisut	64,4	28,6	13,0	18,9
		Käyttöpääoman muutos	-93,0	134,4	-32,2	1,3
		Saadut korot	7,4	8,0	2,7	4,0
		Maksetut korot	-2,4	-2,0	-1,0	-1,1
		Maksetut verot	-58,4	-20,8	-26,7	-18,3
		Liiketoiminnan nettorahavirta	77,1	247,0	21,6	66,9
		Investoinnit	-47,5	-34,4	-17,9	-21,1
		Tytäryhtiöiden ja liiketoimintojen hankinta vähennettynä hankintahetken rahavaroilla	-34,6	-34,5	-12,2	-11,6
		Osakkuusyhtiöosakkeiden hankinta	-	-0,1	-	-
		Tuotot tytäryhtiöiden	-	0,0	-	-

		myynnistä				
		Aineellisen omaisuuden myynti	0,9	1,4	0,2	0,1
		Muu investointien rahavirta	-2,5	-0,1	-0,4	-0,1
		Investointien nettorahavirta	-83,8	-67,7	-30,3	-32,6
		Rahavirta ennen rahoitusta	-6,6	179,3	-8,7	34,3
		Pitkäaikaisten lainojen takaisinmaksut	-8,7	-11,5	-6,7	-4,5
		Pitkäaikaisten lainojen nostot	40,0	-	-	-
		Lyhytaikaisten lainojen vähennys	-9,2	-4,9	-0,6	-1,4
		Lyhytaikaisten lainojen lisäys	3,0	0,0	15,9	0,6
		Omien osakkeiden osto	-19,3	-	-	-
		Lähipiirin nettosijoitus	-0,2	-0,2	-	-0,2
		Outotec Oyj:n osakkeisiin ⁽²⁾	-0,2	-0,2	-	-0,2
		Maksetut osingot	-38,9	-34,3	-54,9	-38,9
		Muu rahoituksen rahavirta	-0,0	0,4	-0,6	-0,5
		Rahoituksen nettorahavirta	-33,2	-50,6	-46,9	-44,9
		Rahavarojen nettomuutos	-39,9	128,8	-55,7	-10,6
		Rahavarat tilikauden alussa	402,5	280,3	358,6	402,5
		Valuuttakurssien muutosten vaikutus	-4,0	-6,6	-9,3	1,8
		Rahavarojen nettomuutos	-39,9	128,8	-55,7	-10,6
		Rahavarat tilikauden lopussa	358,6	402,5	293,7	393,7
		KONSERNIN TUNNUSLUVUT	2012⁽¹⁾ (tilintarkastamaton)	2011 (tilintarkastettu)	2013 (tilintarkastamaton)	2012⁽¹⁾ (tilintarkastamaton)
			1 tammikuu – 31 joulukuu		1 tammikuu – 30 kesäkuu	
		Toiminnan laajuus				
		Liikevaihto, milj. euro	2.087,4	1.385,6	1.014,3	934,8
		Käyttöomaisuusinvestoinnit, milj. euro	76,2	98,3	27,7	34,0
		% liikevaihdosta	3,7	7,1	2,7	3,6
		Tutkimus- ja kehitystoiminnan kulut, milj. euro	41,6	33,5	23,9	18,8
		% liikevaihdosta	2,0	2,4	2,4	2,0
		Tilaukset kauden lopussa, milj. euro	1.947,1	1.985,1	1.761,3	2.218,4
		Tilauksetymä, milj. euro	2.084,4	2.005,4	856,7	1.160,8

		Kannattavuus				
		Liikevoitto, milj. euro	184,3	111,9	71,5	68,4
		Liikevoitto, %	8,8	8,1	7,1	7,3
		Voitto ennen veroja, milj. euro	179,7	113,3	67,7	67,9
		Voitto ennen veroja, %	8,6	8,2	6,7	7,3
		liikevaihdosta				
		Bruttokate, %	20,8	24,0	20,0	20,9
		Oman pääoman tuotto, %	29,4	20,9	20,8	23,5
		Sijoitetun pääoman tuotto, %	37,0	26,4	30,2	30,0
		Osakekohtainen tulos, euro	0,70	0,44 ⁽³⁾	0,27	0,26
		Rahoitus ja taloudellinen asema				
		Omavaraisuusaste kauden lopussa, %	37,1	39,1	38,1	38,3
		Nettovelkaantumisaste kauden lopussa, %	-56,0	-84,9	-42,5	-81,8
		Korollinen nettovelka kauden lopussa, milj. euro	-264,7	-339,1	-192,4	-334,7
		Liiketoiminnan nettorahavirta, milj. euro	77,1	247,0	21,6	66,9
		<p>⁽¹⁾ Outotec on ottanut 1.1.2013 alkaen käyttöön muutetun ”IAS 19 Työsuhde-etuudet” -standardin. Outotecin taloudellinen raportointi 30.6.2013 päättyneeltä kuuden kuukauden jaksolta on laadittu edellä mainittujen muutosten mukaisesti. Taloudelliset tiedot 31.12.2012 päättyneeltä tilikaudelta on päivitetty vastaavasti. Oikaistuja konsernitilinpäätöstietoja 31.12.2012 päättyneeltä tilikaudelta ei ole tilintarkastettu. Outotecin 31.12.2012 päättyneeltä tilikaudelta laadittu tilintarkastettu konsernitilinpäätös, jossa muutettua ”IAS 19 Työsuhde-etuudet”-standardia ei ole otettu käyttöön, on sisällytetty tähän Esitteeseen viittaamalla (katso ”Information Incorporated by Reference”). Standardin merkittävin muutos koskee etuusperusteisten eläkevastuiden ja -saamisten laskentaa. Muutos edellyttää, että etuusperusteisten eläkevastuiden ja -saamisten käyvän arvon muutokset kirjataan niiden syntyhetkellä. Standardimuutos poistaa edellisen IAS 19 standardin salliman ns. putkimenetelmän käytön mahdollisuuden ja nopeuttaa takautuvien kulujen kirjaamista. Standardimuutokset vaativat kaikkien vakuutusmatemaattisten voittojen ja tappioiden kirjaamisen välittömästi muihin laajan tuloksen eriin, jolloin kirjatut eläkevastuusaamiset tai -velat vastaavat eläkejärjestelmän koko arvon ali- tai ylijäämää. Tulosvaikutteisesti kirjattavat kulut rajoittuvat nykyisiin ja menneisiin palvelukustannuksiin, maksujen voittoihin ja tappioihin sekä korkotuloon (-menoon).</p>				
		<p>Alla olevaan taulukkoon on koottu muutoksen vaikutukset kesäkuun 2012 ja joulukuun 2012 tilinpäätöksiin.</p>				
		31.12.2012				
		Laaja tuloslaskelma				
		milj. euro	Raportoitu	Uudelleen arvostus	Oikaistu	
		Muihin laajan tuloksen eriin kirjattu vakuutusmatemaattinen tappio	-	-8,1	-8,1	
		Verovaikutus	-	2,4	2,4	

		Tase milj. euro <div> <div>Raportoitu</div> <div>Uudelleen arvostus</div> <div>Oikaistu</div> </div> <div> Laskennalliset verosaamiset 53,2 3,9 57,1 Omaan pääomaan kirjattu - -9,5 -9,5 vakuutusmatemaattinen tappio Etuus pohjaiset eläkevastuut 27,2 13,5 40,7 </div>
		30.6.2012 Laaja tuloslaskelma milj. euro <div> <div>Raportoitu</div> <div>Uudelleen arvostus</div> <div>Oikaistu</div> </div> <div> Muihin laajan tuloksen eriin kirjattu - -4,1 -4,1 vakuutusmatemaattinen tappio Verovaikeus - 1,2 1,2 </div>
		Tase milj. Euro <div> <div>Raportoitu</div> <div>Uudelleen arvostus</div> <div>Oikaistu</div> </div> <div> Laskennalliset verosaamiset 50,3 2,8 53,1 Omaan pääomaan kirjattu - -6,7 -6,7 vakuutusmatemaattinen tappio Etuus pohjaiset eläkevastuut 26,8 9,4 36,2 </div>
		⁽²⁾ Outotec Management Oy:n (johtoryhmän osakeomistusohjelma) konsolidointi. 8.5.2013 Outotec ilmoitti Outotec Management Oy:n purkamisesta osakevaihdolla, jossa Outotecin hallitus käytti yhtiökokouksen sille antamaa valtuutusta ja luovutti 442.115 hallussaan olevaa Outotec Oy:n osaketta Outotec Management Oy:n osakkeenomistajille Outotec Management Oy:n osakkeita vastaan. Osakevaihdon jälkeen Outotec omistaa Outotec Managementin omistamat osakkeet, jotka on konsolidoitu konsernin taseeseen. 30.6.2013 Outotec Management Oy omisti 813.736 tai 0,44 % Yhtiön osaketta, jotka on sisällytetty taseeseen Yhtiön omien osakkeiden omistuksessa olevina.
		⁽³⁾ Oikaistu ottamaan huomioon maksuttoman osakeantipäätöksen (split) 26.3.2013 vaikutus.
		Tunnuslukujen laskentaperusteet <div> <div>Tutkimus- ja kehitystoiminnan kulut =</div> <div>Laajaan tuloslaskelmaan kirjatut tutkimus- ja kehitystoiminnan saaduilla avustuksilla katetut kulut)</div> </div> <div> <div>Oman pääoman tuotto =</div> <div> <div>Tilikauden voitto</div> <div>Oma pääoma yhteensä (kauden keskiarvo)</div> </div> </div> <div> <div>Sijoitetun pääoman tuotto =</div> <div> <div>Liikevoitto + rahoitustuotot</div> <div>Taseen loppusumma – korottamat velat (kauden ke</div> </div> <div> <div>Korollinen nettovelka</div> <div>Korolliset velat – korolliset varat</div> </div> <div> <div>Omavaraisuusaste =</div> <div> <div>Oma pääoma</div> <div>Taseen loppusumma – saadut ennakot</div> </div> </div> <div> <div>Nettovelkaantumisaste =</div> <div> <div>Korollinen nettovelka</div> <div>Oma pääoma yhteensä</div> </div> </div></div>
B.13	Viimeaikaiset tapahtumat, jotka ovat ratkaisevia arvioi-	Ei sovelleta; ei ole olemassa Liikkeeseenlaskijaan liittyviä viimeaikaisia tapahtumia, jotka ovat ratkaisevia arvioitaessa Liikkeeseenlaskijan maksukykyä.

	taassa Liikkeeseenlaskijan maksukykyä	
B.14	Liikkeeseenlaskijan riippuvuus muista konserniin kuuluvista yksiköistä	Ei sovelleta; Outotec Oyj on Outotec-konsernin emoyhtiö, eikä se ole riippuvainen muista konserniin kuuluvista yksiköistä.
B.15	Kuvaus Liikkeeseenlaskijan päätoimialoista	Outotec on johtava prosessiratkaisujen, teknologioiden ja palveluiden tarjoaja kaivos- ja metalliteollisuudelle. 1.7.2013 lähtien Outotecin liiketoiminnan rakenne koostuu kahdesta liiketoimintasegmentistä ja kolmesta maantieteellisestä alueesta. Liiketoimintasegmentit ovat Metals, Energy & Water ja Minerals Processing ja nämä muodostavat Outotecin raportoivat toimintasegmentit IFRS 8 mukaan. Maantieteelliset alueet ovat Americas, EMEA (ml. Eurooppa, Lähi-Itä, Afrikka ja IVY-maat) ja APAC (ml. Aasian ja Tyynenmeren alue, Kiina ja Intia).
B.16	Kuvaus siitä, onko Liikkeeseenlaskija suoraan tai välillisesti jonkun omistuksessa tai määräysvallassa ja mikä tämä taho on sekä määräysvallan luonteesta	Liikkeeseenlaskijan tietojen mukaan Liikkeeseenlaskija ei ole suoraan tai välillisesti minkään tahon määräysvallassa arvopaperimarkkinalain 2 luvun 4 pykälän tarkoittamalla tavalla, ja Liikkeeseenlaskijan tiedossa ei ole järjestelyjä, jotka saattaisivat toteutuessaan johtaa määräysvallan vaihtumiseen Liikkeeseenlaskijassa.
B.17	Liikkeeseenlaskijan luokitukset	Ei sovelleta; Outotecilla ei ole tällä hetkellä luottoluokituslaitoksen antamaa luottoluokitusta.

<i>Jakso C – Arvopaperit</i>		
C.1	Arvopapereiden tyyppi ja laji	Senior-statuksinen vakuudeton velkakirjalaina, jonka kokonaisnimellismäärä on 150.000.000 euroa. Velkakirjojen ISIN-koodi on FI4000068556.
C.2	Arvopapereiden liikkeeseenlaskun valuutta	Velkakirjojen liikkeeseenlaskun valuutta on euro.
C.5	Arvopapereiden vapaata luovutettavuutta koskevat rajoitukset	Ei sovelleta; Velkakirjat ovat vapaasti luovutettavissa.

C.8	Arvopapereiden etuoikeusjärjestys	Velkakirjat ovat Liikkeeseenlaskijan suoria ja vakuudettomia velvoitteita, jotka ovat samanarvoisia keskenään ja jotka ovat etuoikeusjärjestyksessä vähintään samalla sijalla Liikkeeseenlaskijan vakuudettomien velvoitteiden kanssa, lukuun ottamatta niitä velvoitteita, joilla on etuoikeus pakottavan lain nojalla.
C.9	Korko ja tuotto; velkapaperien haltijoiden edustajan nimi	<p>Velkakirjoille maksetaan kiinteää vuotuista korkoa, joka on 3,75 prosenttia. Velkakirjoille kertyvä korko maksetaan vuosittain takautuvasti 16.9.2014 alkaen ja tämän jälkeen 16.9. kunakin vuonna ("Koronmaksupäivä") 16.9.2020 saakka ("Takaisinmaksupäivä").</p> <p>Velkakirjojen kulloinkin maksamatta olevalle pääomalle kertyy korkoa kultakin korkokaudelta korkokauden ensimmäinen päivä mukaan lukien ja korkokauden viimeinen päivä pois lukien. Ensimmäinen korkokausi alkaa Liikkeeseenlaskupäivänä ja päättyy ensimmäisenä Koronmaksupäivänä. Kukin seuraava korkokausi alkaa edeltävänä Koronmaksupäivänä ja päättyy seuraavana Koronmaksupäivänä. Viimeinen korkokausi päättyy Takaisinmaksupäivänä.</p> <p>Velkakirjoihin sovellettava koronlaskuperuste on asianomaisella korkokaudella kuluneiden päivien todellinen määrä jaettuna 365:llä (tai karkausvuonna 366:lla).</p> <p>Velkakirjojen efektiivinen tuotto on 3,90 prosenttia.</p> <p>Velkakirjojen haltioita edustaa Velkakirjojen haltijoiden kokous.</p>
C.10	Tiedot siitä, kuinka kohde-etuuden arvo vaikuttaa koron määrään	Ei sovelleta; Velkakirjoille maksettava korko ei ole yhteydessä johdannaiseen.
C.11	Ottaminen kaupankäynnin kohteeksi	Yhtiö hakee Velkakirjojen ottamista julkisen kaupankäynnin kohteeksi Helsingin Pörssissä. Velkakirjat listataan Helsingin Pörssiin arviolta 19.9.2013.

Jakso D – Riskit		
D.2	Liikkeeseenlaskijalle ominaiset riskit	<p>Yhtiöön liikkeeseenlaskijana ja sen toimintaympäristöön ja liiketoimintaan sekä Liikkeeseenlaskuun ja sen kohteena oleviin Velkakirjoihin liittyy riskejä. Yhtiöön liikkeeseenlaskijana ja sen toimintaympäristöön ja liiketoimintaan liittyvät riskitekijät on lueteltu jäljempänä. Tämä luettelo ei ole tyhjentävä, ja myös riskit tai epävarmuustekijät, joista Yhtiö ei tällä hetkellä ole tietoinen tai joista se juuri nyt pitää epäolennaisina, saattavat vaikuttaa haitallisesti Yhtiön liiketoimintaan, tulokseen, taloudelliseen asemaan ja tulevaisuuden näkymiin tai Yhtiöön tai Velkakirjoihin tehtyyn sijoitukseen.</p> <p>Yhtiön liiketoimintaympäristöön liittyvät riskit sisältävät seuraavat tekijät:</p> <ul style="list-style-type: none"> - Kaivos- ja metalliteollisuus ovat suhdanneriippuvaisia, mikä voi vaikuttaa haitallisesti Liikkeeseenlaskijaan - Kilpailuympäristö ja asiakkaiden vaatimusten muutokset voivat vaikuttaa haitallisesti Liikkeeseenlaskijaan

		<ul style="list-style-type: none"> - Liikkeeseenlaskijan asiakkaiden ja kilpailijoiden yrityskaupat voivat vaikuttaa haitallisesti Liikkeeseenlaskijaan - Liikkeeseenlaskijaan vaikuttavat kausi- ja tulostavaihtelut - Poliittiset, taloudelliset ja muut epävarmuustekijät voivat vaikuttaa haitallisesti Liikkeeseenlaskijaan - Liikkeeseenlaskija saattaa kohdata lainsäädännöllisiin muutoksiin ja ulkomaisiin oikeusjärjestyksiin sekä verojärjestelmiin liittyviä riskejä, jotka voivat vaikuttaa haitallisesti Liikkeeseenlaskijaan - Työnseisaukset ja työoikeudelliset kiistat voivat vaikuttaa haitallisesti Liikkeeseenlaskijan toimintaan <p>Yhtiön liiketoimintaan liittyvät riskit sisältävät seuraavat tekijät:</p> <ul style="list-style-type: none"> - Määrättyihin toimituksiin ja projektien aloittamiseen liittyvä epävarmuus voi vaikuttaa haitallisesti Liikkeeseenlaskijaan - Kiinteähintaisten sopimusten seurauksena syntyvät kustannusylitykset voivat vaikuttaa haitallisesti Liikkeeseenlaskijaan - Liikkeeseenlaskija saattaa kohdata viivästyksiin, sopimuksien keskeyttämiseen, irtisanomiseen ja muuttumiseen liittyviä riskejä, jotka voivat vaikuttaa haitallisesti Liikkeeseenlaskijaan - Liikkeeseenlaskija on riippuvainen ulkopuolisista toimittajista ja tietojärjestelmistä, mikä voi vaikuttaa haitallisesti Liikkeeseenlaskijaan - Liikkeeseenlaskijaan voi kohdistua riskejä, jotka liittyvät sen kykyyn toteuttaa laajoja ja monimutkaisia asiakasprojekteja - Liikkeeseenlaskijan tilauskantaan perustuvan tuloksen ennustettavuus saattaa vaihdella - Liikkeeseenlaskija voi joutua ammatilliseen vastuuseen suunnitteluvirheistä tai ympäristöasioista - Epäonnistumiset liiketoiminnan kehitysyrityksissä, ostettujen liiketoimintojen integroimisessa tai uuden liiketoimintamallin toteuttamisessa voivat vaikuttaa haitallisesti Liikkeeseenlaskijaan - Ammattitaitoisen johdon ja avainhenkilöstön menettäminen tai kyvyttömyys hankkia ammattitaitoinen johto ja avainhenkilöstö sekä petolliseen toimintaan liittyvät oikeudelliset riskit voivat vaikuttaa haitallisesti Liikkeeseenlaskijaan - Kyvyttömyys käyttää ja suojata Outotecin toimintaan liittyviä immateriaalioikeuksia voi vaikuttaa haitallisesti Liikkeeseenlaskijaan - Liikkeeseenlaskijan ottamien vakuutusten kattavuus saattaa tietyissä tilanteissa osoittautua riittämättömäksi - Liikkeeseenlaskija voi joutua vastuuseen sen projekteihin tai projektipaikkoihin liittyvästä ympäristö- tai muusta vahingosta
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		<p>Yhtiön liiketoiminnan rahoitukseen liittyvät riskit sisältävät seuraavat tekijät:</p> <ul style="list-style-type: none"> - Liikkeeseenlaskija voi altistua valuuttariskeille - Liikkeeseenlaskijan toimintaan liittyy korkoriskejä - Liikkeeseenlaskija voi altistua rahoituksen saatavuutta ja rahoituskustannuksia koskeville riskeille - Liikkeeseenlaskija voi altistua luottoriskeille (maksujen laiminlyönti) - Liikkeen arvonnallisuuden mahdollisella arvonalentumisella tulevaisuudessa voi olla olennainen haitallinen vaikutus Liikkeeseenlaskijaan - Liikkeeseenlaskijan toimintaan liittyy likviditeettiriskejä
D.3	Arvopapereille ominaiset riskit	<p>Yhtiöön Liikkeeseenlaskijana sekä Liikkeeseenlaskuun ja sen kohteena oleviin Velkakirjoihin liittyy riskejä. Liikkeeseenlaskuun ja sen kohteena oleviin Velkakirjoihin liittyvät riskitekijät on lueteltu jäljempänä. Tämä luettelo ei ole tyhjentävä, ja myös riskit tai epävarmuustekijät, joista Yhtiö ei tällä hetkellä ole tietoinen tai joita se juuri nyt pitää epäolennaisina, saattavat vaikuttaa haitallisesti Yhtiön liiketoimintaan, tulokseen, taloudelliseen asemaan ja tulevaisuudennäkymiin tai Yhtiöön tai Velkakirjoihin tehtyyn sijoitukseen.</p> <p>Liikkeeseenlaskuun ja sen kohteena oleviin Velkakirjoihin liittyvät riskit sisältävät seuraavat tekijät:</p> <ul style="list-style-type: none"> - Velkakirjat eivät välttämättä sovellu sijoituskohteeksi kaikille sijoittajille - Sijoittajat kantavat Liikkeeseenlaskijaa koskevan luottoriskin ja voivat menettää Velkakirjoihin tekemänsä sijoituksen - Liikkeeseenlaskijalla tai Velkakirjoilla ei ole luottoluokitusta - Velkakirjoista ei ole asetettu vakuutta tai annettu takausta - Velkakirjoihin ei liity Liikkeeseenlaskijan taloudelliseen asemaan tai toimintoihin liittyviä kovenantteja - Velkakirjoille ei välttämättä muodostu aktiivisia jälkimarkkinoita - Koska Velkakirjoille on asetettu kiinteä korko, markkinakorkojen muutoksilla voi olla haitallinen vaikutus Velkakirjojen arvoon - Liikkeeseenlaskija voi laskea liikkeeseen lisää velkaa ja/tai antaa vakuuden - Velkakirjat eivät anna äänioikeutta Liikkeeseenlaskijan yhtiökokouksissa - Velkakirjoihin liittyvät lait ja käytännöt voivat muuttua - Sijoitusten laillisuutta koskevat säädökset saattavat rajoittaa joitakin sijoituksia - Liikkeeseenlaskijalla voi olla oikeus tai velvollisuus lunastaa tai ostaa Velkakirjoja ennen niiden erääntymistä

		<ul style="list-style-type: none"> - Liikkeeseenlaskijalla ei ole velvollisuutta hyvittää Velkakirjoihin liittyviä ennakonpidätyksiä - Velkakirjoihin tehtävät muutokset sitovat kaikkia Velkakirjojen haltijoita - Oikeus vastaanottaa maksuja Velkakirjojen perusteella lakkaa, mikäli niitä ei ole kolmen vuoden sisällä vaadittu - Velkakirjoihin liittyvien transaktioiden toteutuminen on riippuvainen Euroclear Finlandin toiminnasta ja järjestelmistä
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<i>Jakso E – Tarjous</i>		
E.2b	Syyt tarjoamiseen ja varojen käyttöön, jos muu kuin voiton tavoittelu ja/tai tietyiltä riskeiltä suojautuminen	Liikkeeseenlaskun kokonaisnettotuotot Yhtiölle sille maksettavaksi tulevien maksujen ja kulujen jälkeen tulevat olemaan noin 148,1 miljoonaa euroa. Outotecin Liikkeeseenlaskusta saamat tuotot aiotaan käyttää yleisiin liiketoiminnan tarpeisiin.
E.3	Tarjousehdot	<p>Liikkeeseenlaskija: Outotec Oyj, suomalainen julkinen osakeyhtiö.</p> <p>Pääjärjestäjät: Nordea Pankki Oyj ja Skandinaviska Enskilda Banken AB (publ) Helsingin sivuliike.</p> <p>Lainan pääoma: 150,000,000 euroa.</p> <p>Liikkeeseenlaskupäivä: 16.9.2013.</p> <p>Takaisinmaksupäivä: 16.9.2020.</p> <p>Koronmaksupäivät: Vuosittain jälkikäteisesti 16.9.2014 alkaen ja tästä lähtien kunakin vuonna 16.9.</p> <p>Korko: 3,75 prosenttia vuodessa.</p> <p>Takaisinmaksu: Nimellisarvosta, kertalyhenteisesti, Takaisinmaksupäivänä.</p> <p>Merkinnät: Minimimerkintä on 100.000 euroa ja arvo-osuuden yksikkökoko on 1.000 euroa.</p> <p>Luottoluokitus: Ei luottoluokitusta.</p> <p>Kovenantit ja ennenaikaisen eräännyttämisen edellytykset: Määräysvallan vaihtuminen, panttaamattomuussitoumus, ristiin eräännyttäminen.</p> <p>Selvitys: Velkakirjat lasketaan liikkeeseen arvo-osuuksina Euroclear Finland Oy:n (“Euroclear Finland”) RM-arvo-osuusjärjestelmässä. Euroclear Finlandin rekisteröity osoite on Urho Kekkosen katu 5 C, 00100 Helsinki.</p> <p>Sovellettava laki: Suomen laki.</p>
E.4	Liikkeeseenlaskuun liittyvät olennaiset intressit, mukaan lukien	Pääjärjestäjien intressit: rahoitusmarkkinoilla tavanomaiset liiketoimintaintressit.

	eturistiriidat	
E.7	Arvioidut kustannukset, jotka veloitetaan sijoittajalta	Ei sovelleta; Yhtiö ei veloita kustannuksia sijoittajilta.

SUMMARY

Summaries are made up of disclosure requirements known as “Elements”. These Elements are numbered in Sections A – E (A.1 – E.7).

This summary contains all the Elements required to be included in a summary for this type of securities and issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of securities and issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of “not applicable”.

Section A — Introduction and warnings		
A.1	Warning	<p>This summary should be read as an introduction to the Prospectus. Any decision to invest in the Notes should be based on consideration of the Prospectus as a whole by the investor.</p> <p>Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under applicable law, have to bear the costs of translating the Prospectus before legal proceedings are initiated. Outotec assumes civil liability in respect of this summary and its translation only if it is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus, or if it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in the Notes issued by the Company.</p>
A.2	Consent for subsequent resale or final placement of securities/offer period/ conditions of the consent	Not applicable.

Section B — Issuer		
B.1	Legal and Commercial Name	The legal and commercial name of the issuer is Outotec Oyj.
B.2	Domicile/ Legal Form/ Legislation/ Country of Incorporation	The domicile of Outotec is Espoo, Finland. Outotec is a public limited liability company incorporated in Finland and operating under Finnish law.

B.4b	Known trends affecting the Issuer and the Issuer's industries	<p>The mid-to-long term market outlook for minerals and metals - as well as alternative energy and industrial water treatment - is positive, due to the favorable global megatrends. In minerals and metals processing, new investments are needed, as current production capacity and ongoing investments in new capacity are not sufficient to fulfill long-term demand. In addition, declining ore grades and more complex ores require investments in capacity and advanced technology to enable sufficient recovery of metals. Tightening environmental regulations, increasing energy efficiency requirements, and the scarcity of fresh water also increase the need for sustainable technology. All in all, industrial companies are increasingly focusing on the social and environmental impacts of their operations and thus increasing the demand for sustainable processing technologies. These trends create favorable opportunities for Outotec's life cycle solutions, which provide the best return on the customer's investment with predictable cost, time to market, and process performance reducing the overall risks of the investment.</p>
B.5	Group	<p>Outotec is the parent company of the Outotec group. Subsidiaries Outotec owned, directly or indirectly, as at 30 June 2013 (100 % of shares):</p> <p>Aisco Systems Inc. Chile y Compañia Ltda Auburn Project Management Inc. Ausiron Development Corporation Pty. Ltd. International Project Services Ltd. Oy Kumpu GmbH Larox AB Larox India Private Ltd. Larox SA (Proprietary) Ltd. MP Metals Processing Engineering Oy OOO Larox OOO Outotec Norilsk Outotec (Australasia) Pty. Ltd. Outotec (Canada) Ltd. Outotec (Ceramics) Oy Outotec (Chile) S.A. Outotec (Filters) GmbH Outotec (Filters) Oy Outotec (Finland) Oy Outotec (Ghana) Limited Outotec (Kazakhstan) LLP Outotec (Mexico), S.A. de C.V. Outotec (Netherlands) B.V. Outotec (Norway) AS Outotec (Peru) S.A.C. Outotec (Polska) Sp. z o.o. Outotec (RSA) (Pty) Ltd. Outotec (Shanghai) Co. Ltd. Outotec (Sweden) AB Outotec (UK) Ltd. Outotec (USA) Inc. Outotec (Zambia) Ltd. Outotec Ausmelt Pty. Ltd. Outotec B.V. Outotec Deutschland GmbH Outotec Filters Australia Pty. Ltd. Outotec GmbH Outotec Holding GmbH Outotec India Private Ltd. Outotec International Holdings Oy</p>

		<p> Outotec Mongolia LLC Outotec Namibia (Pty) Ltd Outotec Pty. Ltd. Outotec Saudi Arabia LLC Outotec Servicios Industriales Ltda. Outotec Suzhou Co. Ltd. Outotec Tecnologia Brasil Ltda. Outotec Turula Oy Petrobau Ingenieur Bulgaria EOOD PT Outotec Technology Solutions Scanalyse Holdings Pty Ltd. Scanalyse Chile S.A. Scanalyse Do Brazil Processamento De Dados Ltda. Scanalyse Inc. Scanalyse Pty Ltd. Scheibler Filters Ltd. ZAO Outotec St. Petersburg </p> <p>Ownership in associated companies:</p> <p> Enefit Outotec Technology Oü Estonia (40.0%) GreenExergy AB Sweden (45.0%) Middle East Metals Processing Company Ltd. (49.0%) </p>
B.9	Profit forecasts and estimates	<p>In its condensed interim financial statements for the six months ended 30 June 2013, the Issuer provided the following information on the future outlook:</p> <p>“Based on the strong order backlog, current market outlook and customer tendering activity, the management expects that in 2013 sales will be approximately EUR 2.1-2.3 billion, and the operating profit margin from business operations (excluding one-time items and purchase price allocations (PPA) amortizations) will be approximately 9.5-10.5%.”</p>
B.10	Qualifications in the audit reports	Not applicable; the audit reports do not include any qualifications.
B.12	No material adverse change and no significant change statements Selected consolidated financial information	<p>There has been no material adverse change in the prospects of the Issuer since the date of its last published audited financial statements.</p> <p>There has been no significant change in the financial or trading position of the Company since 30 June 2013.</p> <p>The following is a summary of the Company’s consolidated financial information as at and for the financial years ended 31 December 2012 and 31 December 2011 and the Company’s consolidated financial information as at and for the six month periods ended 30 June 2013 and 30 June 2012. The information in this summary has been derived from the Company’s consolidated financial statements for the financial years ended 31 December 2012 and 2011 and from the condensed interim financial statements for the six month period ended 30 June 2013 including the unaudited restated consolidated financial information for the year ended 31 December 2012 that are included in this Prospectus. This information should be read in conjunction with, and is qualified in its entirety by reference to, such financial statements and related notes. Outotec’s consolidated financial statements and the condensed interim financial statements have been prepared in accordance with the applicable International Financial Reporting Standards (IFRS) as adopted by the European Union as well as SIC and IFRIC interpretations in force at 30</p>

	June 2013. The information presented in the below table for the financial year ended 31 December 2011 has been audited but the restated information presented for the financial year ended 31 December 2012, which takes into account the revised standard “IAS 19 – Employee Benefits” adopted by the Company as of 1 January 2013, and the information presented for the six month periods ended 30 June 2013 and 30 June 2012 is unaudited.				
	STATEMENT OF COMPREHENSIVE INCOME, EUR million	2012 ⁽¹⁾	2011	2013	2012 ⁽¹⁾
		(unaudi- ted)	(audited)	(unaudi- ted)	(unaudi- ted)
		1 Jan – 31 Dec		1 Jan – 30 June	
	Sales	2,087.4	1,385.6	1,014.3	934.8
	Cost of sales	-1,653.9	-1,053.1	-811.6	-739.9
	Gross profit	433.6	332.5	202.7	194.9
	Other income	9.3	3.9	4.3	0.2
	Selling and marketing expenses	-103.1	-86.4	-51.6	-49.8
	Administrative expenses	-110.0	-97.7	-59.4	-53.2
	Research and development expenses	-41.6	-33.5	-23.9	-18.8
	Other expenses	-3.6	-6.7	-0.5	-4.9
	Share of results of associated companies	-0.3	-0.0	-0.1	-0.1
	Operating profit	184.3	111.9	71.5	68.4
	Finance income and expenses				
	Interest income and expenses	5.1	6.0	1.4	3.1
	Market price gains and losses	-2.6	-0.3	-2.6	-0.4
	Other finance income and expenses	-7.0	-4.4	-2.5	-3.2
	Net finance income	-4.6	1.4	-3.8	-0.5
	Profit before income taxes	179.7	113.3	67.7	67.9
	Income tax expenses	-51.9	-34.0	-19.6	-20.5
	Profit for the period	127.8	79.3	48.2	47.3
	Other comprehensive income				
	Exchange differences on translating foreign operations	-0.6	-3.9	-11.7	4.7
	Cash flow hedges	9.4	-4.3	-3.6	-0.7
	Actuarial losses on defined benefit pension plans	-8.1	N/A	-0.1	-4.1
	Available for sale financial assets	-0.1	-0.2	-0.1	-0.1
	Income tax relating to components of other comprehensive income	1.9	1.3	-0.2	1.4
	Other comprehensive income for the period	2.5	-7.2	-15.7	1.3

		Total comprehensive income for the period	130.2	72.1	32.4	48.6
		Profit for the period attributable to equity holders of the parent company	127.8	79.3	48.2	47.3
		Total comprehensive income for the period attributable to equity holders of the parent company	130.2	72.1	32.4	48.6
		STATEMENT OF	2012⁽¹⁾	2011	2013	2012⁽¹⁾
		FINANCIAL POSITION,	(unaudi	(audited)	(unaudi	(unaudi
		EUR million	ted)		ted)	ted)
			31 December		30 June	
		ASSETS				
		Non-current assets				
		Intangible assets	335.0	286.8	333.8	305.1
		Property, plant and equipment	75.3	62.5	76.6	67.5
		Deferred tax assets	57.1	47.3	56.4	53.1
		Non-current financial assets				
		Interest-bearing	3.8	2.4	4.0	2.4
		Non interest-bearing	2.4	2.5	2.1	1.9
		Total non-current assets	473.6	401.5	473.0	430.0
		Current assets				
		Inventories	180.8	148.6	169.9	197.8
		Current financial assets				
		Interest-bearing	0.2	0.7	0.2	1.6
		Non interest-bearing	619.7	468.1	584.5	510.1
		Cash and cash equivalents	358.6	402.5	293.7	393.7
		Total current assets	1,159.3	1,019.9	1,048.3	1,103.2
		TOTAL ASSETS	1,632.9	1,421.4	1,521.3	1,533.1
		EQUITY AND LIABILITIES				
		Equity attributable to the equity holders of the parent company	471.5	398.4	452.9	407.8
		Non-controlling interest	1.2	1.1	-	1.2
		Total equity	472.7	399.5	452.9	409.0
		Non-current liabilities				
		Interest-bearing	74.3	47.6	67.7	41.9

		Non interest-bearing	118.3	107.0	122.0	107.1
		Total non-current liabilities	192.6	154.6	189.7	149.0
		Current liabilities				
		Interest-bearing	23.6	18.9	37.8	21.2
		Non interest-bearing				
		Advances received	358.8	399.0	331.1	465.2
		Other non-interest-bearing liabilities	585.1	449.4	509.8	488.8
		Total current liabilities	967.6	867.3	878.7	975.1
		Total liabilities	1,160.2	1,021.9	1,068.4	1,124.1
		TOTAL EQUITY AND LIABILITIES	1,632.9	1,421.4	1,521.3	1,533.1
		STATEMENT OF CASH FLOWS,	2012⁽¹⁾	2011	2013	2012⁽¹⁾
		EUR million	(unaudited)	(audited)	(unaudited)	(unaudited)
			1 Jan – 31 Dec		1 Jan – 30 June	
		Cash flows from operating activities				
		Profit for the period	127.8	79.3	48.2	47.3
		Adjustment for				
		Depreciation and amortization	31.4	19.4	17.6	14.8
		Other adjustments	64.4	28.6	13.0	18.9
		Change in working capital	-93.0	134.4	-32.2	1.3
		Interest received	7.4	8.0	2.7	4.0
		Interest paid	-2.4	-2.0	-1.0	-1.1
		Income tax paid	-58.4	-20.8	-26.7	-18.3
		Net cash from operating activities	77.1	247.0	21.6	66.9
		Purchases of assets	-47.5	-34.4	-17.9	-21.1
		Acquisition of subsidiaries and business operations, net of cash	-34.6	-34.5	-12.2	-11.6
		Acquisition of shares in associated companies	-	-0.1	-	-
		Proceeds from disposal of subsidiaries	-	0.0	-	-
		Proceeds from sale of assets	0.9	1.4	0.2	0.1
		Cash flows from other investing activities	-2.5	-0.1	-0.4	-0.1
		Net cash used in investing activities	-83.8	-67.7	-30.3	-32.6
		Cash flow before financing activities	-6.6	179.3	-8.7	34.3

		Repayments of non-current debt	-8.7	-11.5	-6.7	-4.5
		Borrowings of non-current debt	40.0	-	-	-
		Decrease in current debt	-9.2	-4.9	-0.6	-1.4
		Increase in current debt	3.0	0.0	15.9	0.6
		Purchase of treasury shares	-19.3	-	-	-
		Related party net investment to Outotec Oyj shares ⁽²⁾	-0.2	-0.2	-	-0.2
		Dividends paid	-38.9	-34.3	-54.9	-38.9
		Cash flows from other financing activities	-0.0	0.4	-0.6	-0.5
		Net cash used in financing activities	-33.2	-50.6	-46.9	-44.9
		Net change in cash and cash equivalents	-39.9	128.8	-55.7	-10.6
		Cash and cash equivalents at the beginning of the period	402.5	280.3	358.6	402.5
		Foreign exchange rate effect on cash and cash equivalents	-4.0	-6.6	-9.3	1.8
		Net change in cash and cash equivalents	-39.9	128.8	-55.7	-10.6
		Cash and cash equivalents at the end of the period	358.6	402.5	293.7	393.7
		KEY FINANCIAL FIGURES	2012⁽¹⁾	2011	2013	2012⁽¹⁾
			(unaudited)	(audited)	(unaudited)	(unaudited)
			1 Jan – 31 Dec		1 Jan – 30 June	
		Scope of activity				
		Sales (EUR million)	2,087.4	1,385.6	1,014,3	934.8
		Capital expenditures (EUR million)	76.2	98.3	27,7	34.0
		in relation to sales, %	3.7	7.1	2.7	3.6
		Research and development expenses (EUR million)	41.6	33.5	23.9	18.8
		in relation to sales, %	2.0	2.4	2.4	2.0
		Order backlog at the end of the period (EUR million)	1,947.1	1,985.1	1,761.3	2,218.4
		Order intake (EUR million)	2,084.4	2,005.4	856.7	1,160.8

		Profitability			
	Operating profit (EUR million)	184.3	111.9	71.5	68.4
	in relation to sales, %	8.8	8.1	7.1	7.3
	Profit before taxes (EUR million)	179.7	113.3	67.7	67.9
	in relation to sales, %	8.6	8.2	6.7	7.3
	Gross margin, %	20.8	24.0	20.0	20.9
	Return on equity, %	29.4	20.9	20.8	23.5
	Return on investment, %	37.0	26.4	30.2	30.0
	Earnings per share, EUR	0.70	0.44 ⁽³⁾	0.27	0.26
	Financing and financial position				
	Equity-to-assets ratio at the end of the period, %	37.1	39.1	38.1	38.3
	Gearing at the end of the period, %	-56.0	-84.9	-42.5	-81.8
	Net interest-bearing debt at the end of the period (EUR million)	-264.7	-339.1	-192.4	-334.7
	Net cash generated from operating activities (EUR million)	77.1	247.0	21.6	66.9
	<p>(1) As of 1 January 2013, Outotec has adopted the revised standard “IAS 19 – Employee Benefits”. Outotec’s financial reporting as at and for the six months ended 30 June 2013 is in line with these changes. Financial information as at and for the year ended 31 December 2012 has been restated accordingly. The restated consolidated financial information as at and for the year ended 31 December 2012 has not been audited. The audited consolidated financial statements of Outotec as at and for the year ended 31 December 2012, in which the revised standard “IAS 19 – Employee Benefits” has not been adopted have been incorporated into this Prospectus by reference (see “Information Incorporated by Reference”). The most significant changes relate to the accounting for defined benefit obligations and plan assets. The amendments require the recognition of changes in benefit obligations and in fair value of plan assets when they occur, and hence eliminate the corridor approach permitted under the previous version of IAS 19 and accelerate the recognition of past service costs. The amendments require all actuarial gains and losses to be recognized immediately through other comprehensive income in order for the net pension asset or liability recognized in the consolidated statement of financial position to reflect the full value of the plan deficit or surplus. Amounts recorded in profit or loss are limited to current and past service costs, gains or losses on settlements, and net interest income (expense).</p> <p>The below table summarizes the effects in the June 2012 and December 2012 financial statements.</p>				
	31 December 2012				
	Statement of Comprehensive Income				
	EUR million	Reported	Adjustment	Restated	
	Remeasurement of defined pension plan booked to other comprehensive income	-	-8.1	-8.1	
	Income tax effect	-	2.4	2.4	

		<table><tr><th colspan="4">Statement of Financial Position</th></tr><tr><th>EUR million</th><th>Reported</th><th>Adjustment</th><th>Restated</th></tr><tr><td>Deferred tax assets</td><td>53.2</td><td>3.9</td><td>57.1</td></tr><tr><td>Remeasurement of defined pension plan booked to equity</td><td>-</td><td>-9.5</td><td>-9.5</td></tr><tr><td>Defined benefit pension liabilities</td><td>27.2</td><td>13.5</td><td>40.7</td></tr></table>	Statement of Financial Position				EUR million	Reported	Adjustment	Restated	Deferred tax assets	53.2	3.9	57.1	Remeasurement of defined pension plan booked to equity	-	-9.5	-9.5	Defined benefit pension liabilities	27.2	13.5	40.7
Statement of Financial Position																						
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30 June 2012																						
Statement of Comprehensive Income																						
EUR million	Reported	Adjustment	Restated																			
Remeasurement of defined pension plan booked to other comprehensive income	-	-4.1	-4.1																			
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Statement of Financial Position																						
EUR million	Reported	Adjustment	Restated																			
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Remeasurement of defined pension plan booked to equity	-	-6.7	-6.7																			
Defined benefit pension liabilities	26.8	9.4	36.2																			
	(2)	Consolidation of Outotec Management Oy (incentive plan for Outotec Executive Board members). On 8 May 2013 Outotec announced the dissolution of Outotec Management Oy through a share exchange. Outotec's Board of Directors used the Annual General Meeting's authorization and allocated 442,115 Outotec Oyj shares to the shareholders of Outotec Management Oy against the shares of Outotec Management Oy. After the share exchange, Outotec possesses the shares owned by Outotec Management Oy, which has been consolidated into the Group's balance sheet. On 30 June 2013, Outotec Management Oy held 813,736 or 0.44% of Outotec shares, which have been accounted for as treasury shares on Outotec's balance sheet.																				
	(3)	Restated to take into account the effect of the share split decision of 26 March 2013.																				
		Definitions of key financial indicators																				
		Research and development expenses =	Research and development expenses in the income statement (including expenses covered by grants received)																			
		Return on equity (ROE) =	$\frac{\text{Profit for the period}}{\text{Total equity (average for the period)}}$																			
		Return on investment (ROI) =	$\frac{\text{Operating profit} + \text{finance income}}{\text{Total assets} - \text{non interest-bearing debt (average for the period)}}$																			
		Net interest-bearing debt =	Interest-bearing debt – interest-bearing assets																			
		Equity to assets ratio =	$\frac{\text{Total equity}}{\text{Total assets} - \text{advances received}}$																			
		Gearing =	$\frac{\text{Net interest-bearing debt}}{\text{Total equity}}$																			

B.13	Recent events materially relevant to evaluation of the Issuer's solvency	Not applicable; there are no recent events materially relevant to evaluation of the Issuer's solvency.
B.14	Dependency of the Issuer on other entities within the group	Not applicable; Outotec Oyj is the parent company of the Outotec group, and is not dependent on other entities within the group.
B.15	Description of the Issuer's principal activities	Outotec is a leading global provider of process solutions, technologies, and services for the mining and metallurgical industries. As of 1 July 2013 Outotec's business structure consists of two business areas and three geographical regions. The business areas are Metals, Energy & Water and Minerals Processing, and they form Outotec's reportable operating segments according to IFRS 8. The regions are Americas, EMEA (including Europe, Middle East, Africa and CIS countries) and APAC (including Asia Pacific, China and India).
B.16	Description of whether the Issuer is directly or indirectly owned or controlled and by whom and nature of such control	To the extent known to the Issuer, the Issuer is not directly or indirectly owned or controlled by any person for the purposes of Chapter 2, Section 4 of the Finnish Securities Markets Act, and the Issuer is not aware of any arrangement the operation of which may result in a change of control of the Issuer.
B.17	Issuer Ratings	Not applicable; Outotec is not currently rated by any rating agency.

<i>Section C — Securities</i>		
C.1	Type and class of securities	Senior unsecured notes with a principal nominal amount of EUR 150,000,000. The ISIN code of the Notes is FI4000068556 .
C.2	Currency of the securities issue	The currency of the Offering is euro.
C.5	Restrictions on the free transferability of the Securities	Not applicable; the Notes are freely transferable.
C.8	Ranking of Securities	The Notes constitute direct and unsecured obligations of the Issuer ranking <i>pari passu</i> among each other and at least <i>pari passu</i> with the unsecured indebtedness of the Issuer, save for such obligations as may be preferred by mandatory provisions of law.

C.9	Interest and yield; name of representative of debt security holders	<p>The Notes bear fixed interest at the rate of 3.75 per cent per annum. Interest shall be payable annually in arrears commencing on 16 September 2014 and thereafter on each 16 September (each an “Interest Payment Date”) until 16 September 2020 (the “Redemption Date”).</p> <p>Interest shall accrue for each interest period from and including the first day of the interest period to (but excluding) the last day of such interest period on the principal amount of Notes outstanding from time to time. The first interest period commences on the Issue Date and ends on the first Interest Payment Date. Each consecutive interest period begins on the previous Interest Payment Date and ends on the following Interest Payment Date. The last interest period ends on the Redemption Date.</p> <p>Interest in respect of the Notes will be calculated on the basis of the actual number of days elapsed in the relevant interest period divided by 365 (or, in the case of a leap year, 366).</p> <p>The effective yield of the Notes is 3.90 per cent.</p> <p>The holders of the Notes (the “Noteholders”) are represented by the Noteholders’ meeting.</p>
C.10	Explanation on how the interest amount is affected by value of the underlying	Not applicable; the Notes have no derivative component in the interest payment.
C.11	Admission to trading	The Company will make an application for the admission of the Notes to public trading on the Helsinki Stock Exchange. The Notes will be listed on the Helsinki Stock Exchange on or about 19 September 2013.

Section D — Risks		
D.2	Risks relating to the issuer	<p>There are risks relating to the Company as an issuer and to its operating environment and business as well as to the Offering and the Notes issued thereunder. The risk factors relating to the Company as an issuer and to its operating environment and business are listed below. This listing is not exhaustive and additional risks and uncertainties not presently known to the Company, or that the Company currently believes are immaterial, could also impair the Company’s business, results of operations, financial condition and future prospects of or an investment in the Company or the Notes.</p> <p>The risks relating to the Company’s business environment include the following factors:</p> <ul style="list-style-type: none"> - Mining and metallurgical industries are cyclical which could adversely affect the Issuer-Competitive environment and changes in customer requirements could adversely affect the Issuer - Industry consolidation among the Issuer’s customer base and competitors could adversely affect the Issuer - The Issuer is subjected to seasonality and fluctuations in earnings

		<ul style="list-style-type: none"> - Political, economic and other uncertainties could adversely affect the Issuer -The Issuer may face risks related to regulatory changes and foreign legal and tax systems that could adversely affect the Issuer -Labor disputes and adverse employee relations could interfere with the Issuer's operations <p>The risks relating Company's business include the following factors:</p> <ul style="list-style-type: none"> - Uncertainty related to awarded deliveries and commencement of projects could adversely affect the Issuer - The Issuer could be adversely affected by cost overruns due to fixed price contracts - The Issuer could face risks related to delays, suspension, termination and alteration of contracts that could adversely affect the Issuer -The Issuer is dependent on external suppliers and information systems which could adversely affect the Issuer - The Issuer may face risks related to its ability to complete large and complex customer projects -The predictability of the Issuer's earnings based on its order backlog may vary -The Issuer could face professional liability for engineering defects or environmental matters -Any failures in the Issuer's business development, integration of acquired businesses or implementing the new business structure could adversely affect the Issuer -Loss of or inability to attract professional management and key personnel and legal risks relating to fraudulent actions could adversely affect the Issuer -Inability to use and protect the intellectual property rights related to Outotec's operations could adversely affect the Issuer -The insurance coverage taken out by the Issuer may turn out to be insufficient in certain situations - The Issuer could become liable for environmental or other damage relating to its projects and project sites <p>The financial risks relating to the Company's business include the following factors:</p> <ul style="list-style-type: none"> -The Issuer may be exposed to foreign exchange rate risks -The Issuer's operations involve interest rate risks -The Issuer may be exposed to risks regarding the availability and cost of financing
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		<p>-The Issuer may be exposed to credit (default) risks</p> <p>-Potential future impairments of goodwill could have material adverse effect on the Issuer</p> <p>-The Issuer's operations involve liquidity risks</p>
D.3	Risks specific to the securities	<p>There are risks relating to the Company as an Issuer as well as to the Offering and the Notes issued thereunder. The risk factors relating to the Offering and the Notes issued thereunder are listed below. This listing is not exhaustive and additional risks and uncertainties not presently known to the Company, or that the Company currently believes are immaterial, could also impair the Company's business, results of operations, financial condition and future prospects of or an investment in the Company or the Notes.</p> <p>The risks relating to the Offering and the Notes include the following factors:</p> <p>-The Notes may not be a suitable investment for all investors</p> <p>-Investors are exposed to credit risk in respect of the Issuer and may lose their investment in the Notes</p> <p>-There is no rating for the Issuer or the Notes</p> <p>-The Notes are not guaranteed or covered by any security</p> <p>-The Notes contain no covenants on the Issuer's financial standing or operations</p> <p>-Active trading market for the Notes may not develop</p> <p>-Since the Notes bear interest at a fixed interest rate, movements in market interest rates can adversely affect the value of the Notes</p> <p>-The Issuer may issue additional debt and/or grant security</p> <p>-The Notes carry no voting rights at the Issuer's General Meetings of Shareholders</p> <p>-Laws and practices applicable to the Notes may change</p> <p>-Legal investment considerations may restrict certain investments</p> <p>-The Issuer may have a right or obligation to redeem and purchase the Notes prior to maturity</p> <p>-The Issuer is not obliged to compensate for withholding tax on the Notes</p> <p>-Amendments to the Notes bind all holders of Notes</p> <p>-Rights to payments that have not been claimed within three years are prescribed</p> <p>-The completion of transactions relating to the Notes is reliant on Euroclear Finland's operations and systems</p>

<i>Section E — Offer</i>		
E.2b	Reasons for the Offering and use of proceeds when different from making profit and/or hedging certain risks	The aggregate net proceeds to the Company from the Offering, after deduction of the fees and expenses payable by Outotec, will be approximately EUR 148.1 million. The proceeds of the Offering received by Outotec are intended to be used for general corporate purposes of Outotec group.
E.3	Terms and conditions of the Offering	<p>Issuer: Outotec Oyj, a public limited company incorporated in Finland.</p> <p>Arrangers: Nordea Bank Finland Plc and Skandinaviska Enskilda Banken AB (publ) Helsinki Branch.</p> <p>Principal amount: EUR 150,000,000.</p> <p>Issue date: 16 September 2013.</p> <p>Redemption Date: 16 September 2020.</p> <p>Interest payment dates: Annually in arrears commencing on 16 September 2014 and thereafter each 16 September.</p> <p>Interest: 3.75 per cent per annum.</p> <p>Repayment: At par, bullet, on Redemption Date.</p> <p>Denominations: Minimum subscription is EUR 100,000 and the denomination of each book-entry unit is EUR 1,000.</p> <p>Rating: No rating.</p> <p>Covenants and Events of Default: Change of Control, Negative Pledge, Cross Default.</p> <p>Clearing: The Notes are issued dematerialised form in the RM-book-entry securities system of Euroclear Finland Ltd. ("Euroclear Finland"). The registered address of Euroclear Finland is Urho Kekkosen katu 5 C, FI-00100, Helsinki.</p> <p>Applicable law: Finnish law.</p>
E.4	Interests material to issue including conflicting interest	Interests of the Arrangers: Business interest normal in the financial markets.
E.7	Estimated expenses charged to the investor	Not applicable; there are no expenses charged to the investors by the Company.

RISK FACTORS

Investors considering investment in the Notes should carefully review the information contained in this Prospectus and, in particular, the risk factors described below and in the stock exchange releases to be published by the Issuer after the Listing. Factors possibly affecting the investment decision are also discussed elsewhere in this Prospectus. Should one or more of the risks described herein, or any other risk, materialise, it may have a material adverse effect on Outotec's business, financial condition, results of operations and future prospects and, thereby, on Outotec's ability to fulfill its obligations under the Notes as well as the market price and value of the Notes. As a result, investors may lose part or all of their investments. The following description is a summary of certain risk factors that may affect the Issuer's ability to fulfill its obligations under the Notes or that are material in order to assess the market risk associated with the Notes. This description is based on the information known and assessed at the time of preparing this Prospectus, and, therefore, the description of the risk factors is not necessarily exhaustive. The risks involved in an investment in the Notes are not limited to those identified below and the sequence in which the following risk factors are listed is not an indication of their likelihood to occur or of the extent of their commercial consequences. All investors should make their own evaluations of the risks associated with an investment in the Notes and consult with their own professional advisers if they consider it necessary.

Risks related to the Issuer's business environment

Mining and metallurgical industries are cyclical which could adversely affect the Issuer

Outotec's customers operate primarily in the mining and metallurgical industries and in geographical areas which are in different stages of the economic cycle.

The market for technology providers for the mining and metallurgical industries is primarily driven by the overall investment activity in these industries and the global GDP growth, underlying global consumption of metals, the balance or imbalance of metals supply and demand, the capacity utilization rate and metal prices. The cyclical nature of Outotec's sales is therefore driven primarily by the changes in the global supply and demand related to metals and the capital expenditure of the mining and metallurgical industries. If the demand for metals decreases significantly particularly in developing economies such as China, India, Brazil, and the CIS countries, reduction in the demand for Outotec's products and services is possible. Outotec's management believes that, in the long-term, the effects of economical cycles may be somewhat reduced by the geographical diversity of Outotec's operations and the variety of different minerals and metals on which its business is focused. In order to be less dependent on the cycles of the mining and metals industries, Outotec has significantly strengthened its services offering and has successfully pursued opportunities to sell its technologies to other process industries such as the fertilizer industry, energy and industrial water treatment as well as acquired new businesses and technologies for these new areas. Customer's investments in environmental and energy-efficiency technology solutions are also increasing.

Outotec's services business comprising different plant and expert services is not completely immune to the effects of economic cycles either, although Outotec's large number of delivered plants is a good foundation for growing the services business. If the situation of the global economy becomes weaker, customers may reduce their purchases of services. A decline in demand for Outotec's technologies and services as a result of general economic conditions, volatility in metals demand and prices or other factors may have a material adverse effect on Outotec's business, financial condition and results of operations and future prospects and thereby, on Outotec's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

Competitive environment and changes in customer requirements could adversely affect the Issuer

Outotec operates in a highly competitive business environment and it is possible that the competition might become even fiercer as a result of new market entrants. If Outotec's competitors introduce new technologies or pricing policies to the markets, or if new standards or practices emerge, Outotec's existing technologies and services may become uncompetitive or obsolete.

In addition, the market for Outotec's technology and services could be affected by increased use of plastics and other materials substituting the metals produced with Outotec's technologies. The future success of Outotec will depend on its ability to enhance its technologies and services, address the increasingly diverse needs of its customers, stay in the frontline of technological advances and conduct its business on a cost-effective and timely basis. Outotec's failure to anticipate or quickly respond to technological developments or changes in the requirements of its customers, could have a material adverse effect on Outotec's business, financial condition and results of operations and future prospects and thereby, on Outotec's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

Some of Outotec's competitors have significantly more own production than Outotec. The weakened market situation may lead to aggressive pricing practices as these companies strive to increase the utilization rate of their production capacity, which may have an adverse effect on Outotec's competitiveness.

Industry consolidation among the Issuer's customer base and competitors could adversely affect the Issuer

Outotec's customer base has consolidated. Future consolidation within Outotec's customer industries could affect Outotec's relationships with its customers. If one of Outotec's competitors' customers acquired any of Outotec's customers, Outotec may lose a part of its business. Additionally, as the size of Outotec's customers increases in connection with the industry consolidation, they could exert increased bargaining power on all suppliers, including Outotec.

In addition, some of Outotec competitors have merged. As the competitors consolidate, they may increase their market share, gain economies of scale that enhance their ability to compete with Outotec and/or acquire additional technologies and products that could displace Outotec's technologies and services. There is no assurance that further consolidation within Outotec competitors and/or customer industries would not have a material adverse effect on Outotec's business, financial condition and results of operations and future prospects and thereby, on Outotec's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

Furthermore, it is possible that consolidation of customers leads to calls for tenders for even larger projects than those handled today. Risks related to extensive projects are described in the section "Risks Related to the Issuer's Business – Ability to Complete Large and Complex Customer Projects".

The Issuer is subjected to seasonality and fluctuations in earnings

Demand for certain of Outotec's technologies and services is subject to seasonality, which is reflected in Outotec's revenue stream. The seasonality is mainly due to the fact that the time of delivery, especially in the Minerals Processing business area (before 1 July 2013, Non-ferrous Solutions business area), is often less than one year and the customers expect project completion by the end of the year. Typically, Outotec's sales and profitability are higher during the third and fourth quarter as compared to the first and the second quarter of the financial year. However, there can be no assurance that the pattern of seasonality will continue in the same manner in the future.

According to Outotec's revenue recognition principles, a certain portion of sales and especially profits are recognized in the end of the project only after, among others, plant test runs and customer's acceptance of the delivery. Outotec cannot generally control the timing of these procedures and, depending on the timing and the remaining provisions, the completion of projects may cause significant fluctuations in Outotec's quarterly or annual results.

Political, economic and other uncertainties could adversely affect the Issuer

Outotec's business operations are subject to various political, economic and social conditions which include fair or unfair calling of commercial bank guarantees, nationalization of assets, social, political or economic instability, volatility in currency exchange rates or restrictions on repatriation of profits or transfers of cash or suspension or cancellation of projects by governmental authorities, which all could have a material adverse effect on Outotec's business, financial condition and results of operations and future prospects and thereby,

on Outotec's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

Operations in emerging markets may present risks that are not encountered in countries with well-established economic and political systems, including economic instability and a potential difficulty to anticipate future business conditions in these markets. These market conditions, which can change rapidly, may cause delays in the placement of orders for projects that have already been awarded, thereby subjecting Outotec to volatile markets.

Some of Outotec's projects are carried out in regions that could be affected by epidemics, natural disasters, armed conflicts or terrorist attacks. There is no assurance that Outotec's exposure to such conditions would not have a material adverse effect on its business, financial condition and results of operations and future prospects and thereby, on Outotec's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

The Issuer may face risks related to regulatory changes and foreign legal and tax systems that could adversely affect the Issuer

Certain countries in which Outotec operates may have less developed legal systems and less strict legal enforcement mechanisms than industrialized countries with more developed economies. This may result in risks such as effective and available legal redress offered by the courts of such jurisdictions, whether in respect of a breach of law or regulation or in an ownership dispute, being more difficult to obtain, a higher degree of discretion on the part of governmental authorities, the lack of judicial or administrative guidance on interpreting applicable rules and regulations, inconsistencies or conflicts between and within various laws, regulations and decrees, or relative inexperience of the judiciary and courts in such matters. Also, the protection of intellectual property rights may be less developed and less strictly enforced in these countries.

There is no assurance that Outotec or its joint ventures or their licenses, license applications or other legal arrangements or the effectiveness of the enforcement thereof will not be adversely affected by the actions of government authorities or other parties. Outotec's operations also expose it to changes in foreign regulations. The imposition of adverse new legislation or unexpected taxes or other payments on revenues in these markets or the introduction of exchange controls as well as other restrictions by foreign governments could have a material adverse effect on Outotec's business, financial condition and results of operations and future prospects and thereby, on Outotec's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

In addition, the operations of Outotec as well as its customers, subcontractors and consortium partners are subject to extensive environmental protection laws, which may be subject to change. Outotec may be subject to liabilities for, among other things, environmental contamination, if Outotec, its customers or subcontractors do not comply with laws regulating, for example, hazardous substances, and such liabilities can be substantial. Further, some of the financing received or applied for by Outotec or its customers may be conditional upon or subject to covenants relating to compliance with relevant environmental laws and regulations.

Outotec operations are globally networked together and individual projects are serviced by group's operations in several countries. This may increase risks relating to import and export duties and other indirect and direct tax rulings. Outotec's projects may require establishing a permanent tax residence in the project execution country. The interpretation of tax residence may change and this could result in additional taxes payable. The consistence of interpretation of tax rulings could vary in many countries where Outotec operates and this could result in unexpected taxes.

Outotec's failure to comply with applicable laws and regulations could also give rise to damage to Outotec's reputation, which may substantially harm Outotec's business prospects and which could have a material adverse effect on Outotec's business, financial condition and results of operations and future prospects and thereby, on Outotec's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

Labor disputes and adverse employee relations could interfere with the Issuer's operations

Some of Outotec's principal domestic and foreign operations and subcontractors are located in areas of high union concentration or in jurisdictions with laws favorable to unionization. There can be no assurance that any disputes, work stoppages or strikes will not arise in the future. In addition, many of Outotec's customer projects may be located in highly unionized countries and such customer projects are susceptible to strikes or other organized union activity that may be caused by factors outside Outotec's control. Even though there have been no major labor disputes in the history of Outotec, there can be no assurance that such disputes which could have a material adverse effect on Outotec's business, financial condition and results of operations and future prospects and thereby, on Outotec's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes, would not arise in the future.

Risks related to the Issuer's business

Uncertainty related to awarded deliveries and commencement of projects could adversely affect the Issuer

Many of Outotec's contracts are awarded following a competitive bidding process. Outotec may expend significant resources, both in management time and in financial resources, on bidding for projects that it is not subsequently awarded. In addition, Outotec has a number of projects for which there are signed contracts in place but the effectiveness of which is subject to various conditions relating to, among other things, advance payments or regulatory permits, and the fulfillment of such conditions may be outside the control of Outotec and/or its customers. It is possible, for example, that Outotec's customer does not pay a required advance payment due to lack of financial resources or the customer may be delaying the payment for other reasons. The customer may also not necessarily have the required environmental permits in place, which may suspend the commencement of a project. Outotec is also dependent on the content of feed material provided by its customers in order to select and design the optimum process and describe parameters for given performance guarantees. The ability of Outotec or its customers to fulfill such conditions and to convert signed agreements into completed projects cannot be guaranteed and, therefore, Outotec's order backlog only includes projects for which all such conditions have been fulfilled.

Outotec possesses certain technologies that produce license fee income. Lack of deliveries of such technologies reduces the amount of license fee income and subsequently the gross margin. Uncertainties described above related to the awarding of deliveries and commencement of projects may, if effected, have a material adverse effect on Outotec's business, financial condition and results of operations and future prospects and thereby, on Outotec's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

The Issuer could be adversely affected by cost overruns due to fixed price contracts

Outotec has fixed price contracts, according to which Outotec is obliged to construct a plant or supply processing equipment for a fixed price operating according to the agreed specifications. Under a partially fixed price contract, the parties agree upfront on the elements of the project for which the costs are fixed and those for which costs will be reimbursed by the customer. Outotec aims to carefully estimate the costs associated with each of its projects. It also makes allowances for unexpected contingencies and thereto related costs that may arise in connection with a given project. However, cost overruns can occur as a result of the inherent risks of the construction of a facility or the supply of equipment. Such cost overruns can be significant and, particularly in case of fixed price contracts, may result in substantial losses to Outotec, thus having a material adverse effect on Outotec's business, financial condition and results of operations and future prospects and thereby, on Outotec's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

The Issuer could face risks related to delays, suspension, termination and alteration of contracts that could adversely affect the Issuer

Outotec's projects and other business operations may be subject to suspension or termination of contracts when Outotec has already committed to costs in relation to the project. Although under such circumstances

Outotec is typically compensated for its direct costs and expenses, customers may not be liable to compensate for any loss of profit caused by such suspension or termination.

In some of Outotec's contracts there are no explicit restrictions on the customer's ability to assign the rights arising under the contract to third parties. Thus Outotec cannot be certain of the solvency of the customer which has become a party to the contract due to an assignment. Outotec's customer contracts may also permit the customer to vary the agreed scope of work subject to a change order mechanism. Outotec strives to observe the variations in the change order mechanism in its contracts. However, Outotec may, on occasion, be required to renegotiate the terms or scope of such contracts, which may result in the imposition of terms less favorable for Outotec than the previous terms.

Suspensions or premature termination of customer contracts, liabilities and costs arising from delayed or cancelled projects, unfavorable terms in renegotiated contracts, obligations realized as a result of performance guarantees, joint and several liability obligations and liability transfer prohibitions could have a material adverse effect on Outotec's business, financial condition and results of operations and future prospects and thereby, on Outotec's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes .

The Issuer is dependent on external suppliers and information systems which could adversely affect the Issuer

During the course of its customer projects Outotec is dependent on the availability of certain key raw materials, components and finished products as well as the availability of services of outside contractors, business partners and employees. Moreover, Outotec is dependent upon the ability of its suppliers to provide such raw materials, components, finished products and services that meet the specifications, quality standards, delivery schedules and estimated costs set forth by Outotec as well as regulatory requirements. In some cases there are only a limited number of suitable suppliers available for certain products or services, which increases Outotec's dependence on external parties over which it has no control. Outotec also needs to procure the key raw materials, components, finished products and services at competitive prices from its suppliers and a challenging business environment may impact the payment terms of the suppliers. Although Outotec strives to uphold a broad supplier network in order to reduce the risks arising from individual suppliers' potential difficulties, such difficulties could adversely affect production schedules and Outotec's reputation, which could have a material adverse effect on Outotec business, financial condition and results of operations and future prospects and thereby, on Outotec's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

Information technology is significant to Outotec's business operations and Outotec's operations are to a large extent based on technologies and know-how developed by the Company itself. The amounts invested in information systems are substantial and should the benefits strived for through such investments not materialize, the Company may have to write off part of the investments. The management and protection as well as the development of the information systems thus constitute a material part of Outotec's business. Outotec is not aware of any material issues which would threaten Outotec's information systems and solutions. However, a part of Outotec's information system services are offered by other companies due to which these services are exposed to risks connected with the availability of such services. The implementation of substituting services in a situation where the availability of the service provided by a third party is interrupted can take time and cause interruptions to the business, which could have a material adverse effect on Outotec's business, financial condition and result of operations and future prospects and thereby, on Outotec's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

The Issuer may face risks related to its ability to complete large and complex customer projects

As the projects and services underlying Outotec's contracts are often international, large, complex and of high value, Outotec's sales may at times depend on a limited number of large projects. When purchasing a plant as a turnkey delivery the customer can give a clearer total liability to one supplier. In a large scale project the end result may in this way be easier for the customer to foresee and acquiring financing for the project may be easier. The consolidation of customer companies into even larger entities may also lead to a further widening of the scope of Outotec's deliveries. It is, nevertheless, possible that Outotec will have to

decline a large turnkey delivery, should this delivery form too large a portion of Outotec's order backlog and the risk of carrying out the project grow to be too significant.

The success of Outotec to complete its projects is largely dependent on its ability to assign an appropriate number of qualified personnel to each project. It is also customary that Outotec gives its customers performance guarantees related to projects or delivered solutions and services. Under certain contracts, Outotec may be held liable for certain events relating to the implementation of such contracts even when the occurrence of these events is beyond the control of Outotec. Should Outotec, for instance due to a designing error or due to a reason dependent on its products or employees, fail in its project implementation, this may also, in the short run, have a significant effect on Outotec's possibilities of getting corresponding orders from its customers in the future. A failure to implement or complete a major customer project by Outotec could have a material adverse effect on Outotec's business, financial condition and results of operations and future prospects and thereby, on Outotec's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes .

The predictability of the Issuer's earnings based on its order backlog may vary

Outotec reports its order backlog in connection with its annual reports and interim reports. During the six months ended on 30 June 2013, Outotec's order intake amounted to EUR 856.7 million, and Outotec's order backlog was EUR 1,761.3 million as at 30 June 2013. The order backlog, that includes only projects for which the conditions determining the entry into force of the order have been fulfilled, usually extends over several financial years, and its composition and potential impact on profitability may vary over time depending on the nature and pricing of projects included in the order backlog. The order backlog may not necessarily be fully indicative of Outotec's future sales or earnings. Suspensions and delays are not uncommon with respect to contracts in Outotec's backlog, and contracts are occasionally cancelled. In case Outotec experiences significant suspensions, delays or cancellations of contracts in its order backlog, this could have a material adverse effect on Outotec's business, financial condition and results of operations and future prospects and thereby, on Outotec's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

The Issuer could face professional liability for engineering defects or environmental matters

In case of an accident or injury resulting from equipment or structures related to the engineering services provided by Outotec or failure in such equipment or structures, a claim for an engineering design defect brought against the owner or operator of the equipment can also result in a claim against Outotec. In certain jurisdictions where Outotec operates, environmental and workers' compensation liability may be assigned to Outotec as a matter of law. For example in situations of right of recourse, customers, subcontractors and potential consortium partners may not have adequate financial resources to meet their indemnity obligations, if any, towards Outotec. It is also possible, that claims relating to product liability are presented against Outotec. Outotec seeks to ensure, to the extent possible, that it has sufficient insurance coverage against potential product liability risks.

Despite thorough advance risk management processes, losses may derive from risks not necessarily addressed in Outotec's indemnity agreements or insurance policies, and it may not necessarily be possible for Outotec to obtain adequate insurance against all risks on commercially reasonable terms. Engineering services supplied by Outotec are also subject to the hazards inherent in providing construction services, including, for example, fire, explosion or various natural phenomena. These hazards can cause personal injury and loss of life, business interruptions, property damage, equipment failure, pollution and environmental damage. Failure to effectively cover Outotec against risks caused by any of the above reasons could expose Outotec to substantial costs and that could potentially lead to material losses, which could have a material adverse effect on Outotec's business, financial condition and results of operations and future prospects and thereby, on Outotec's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

Any failures in the Issuer's business development, integration of acquired businesses or implementing the new business structure could adversely affect the Issuer

Outotec seeks to take into account in its planning and business operations the opportunities to develop or acquire new technologies, solutions or services for the use of Outotec's existing customers or served industries, and the opportunities to apply its existing technologies for new purposes or in new industries. The long-term development of Outotec's business is affected by business development risks that are related to correctness of market intelligence or unanticipated changes in market conditions, research and development activities and commercialization of technologies. Failure to develop new competitive technologies could result in uncompetitive offering portfolio and reduce the Company's sales. The development and commercialization of new technologies may also take a long time and involve risks related to Outotec's brand and market position.

Investments made during the development phase of new technologies may also need to be written off in connection with larger product development projects, in which such investments may have been capitalized, in the event the intended technical and/or financial objectives of such projects are not reached. This could have material adverse effect on Outotec's financial performance. Additionally, business development risks include risks related to the customer industries, such as the supply and availability of metals, minerals and energy. The continuing development of Outotec's personnel is critical for Outotec's business development. Risks related to business development also include corporate acquisitions and risks relating to the integration of the acquired companies and businesses.

As of 1 July 2013 Outotec has changed its corporate operating model and business structure in order to accelerate Outotec's transformation into a full life cycle solutions provider and to enhance value creation for customers and shareholders. These changes aim to promote continuous profitable growth in line with the Company's long term financial targets. However, there are no guarantees that Outotec will be successful in implementing the transformation process as planned and thus to achieve the planned benefits of the new business structure.

While Outotec's management believes that Outotec's business development procedures are appropriate in the current circumstances, there can be no assurance that such procedures are successful. Any failure in Outotec's business development, integration of acquired businesses or implementing the new business structure could have a material adverse effect on Outotec's business, financial condition and results of operations and future prospects and thereby, on Outotec's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

Loss of or inability to attract professional management and key personnel and legal risks relating to fraudulent actions could adversely affect the Issuer

Outotec's ability to continue to maintain and grow its business and to provide high-quality technologies and services will depend, to a large extent, upon its ability to retain, develop, train and motivate the management and other experts in its service as well as to hire qualified and experienced new personnel. Competition for qualified personnel is intense at all areas in which Outotec operates and may become increasingly intense in the future. The termination of the employment relationship of any member of Outotec's management or other key employees or the inability of Outotec to attract and retain sufficiently qualified personnel as well as inability to empower personnel to focus on customers' needs to achieve Outotec's global and local goals could have a material adverse effect on Outotec's business, financial condition and results of operations and future prospects and thereby, on Outotec's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

Fraudulent acts like misconduct and crime by any of Outotec's employees or other parties could also have a material adverse effect on Outotec despite Outotec's efforts to prevent such action through the development and implementation of compliance and fraud programs, code of conduct and related policies.

Inability to use and protect the intellectual property rights related to Outotec's operations could adversely affect the Issuer

Intellectual property rights (“IPR”) are a key element of Outotec’s business. All types of IPRs are considered to be important business assets for the Company. Persons belonging to IPR Management, a part of Outotec’s Technology management function, are responsible for applying and maintaining patents, registering and maintaining trademarks, managing inventions, coordinating outside patent counsels, remitting payments and assisting in IPR disputes. In addition to the ownership of numerous patents, patent applications, utility models, trademarks and internet domain names, Outotec is also a proprietor of other officially registered IPRs and non-registered rights such as trade secrets, copyrights, and agreements.

Outotec’s investment in IPR management aims at creating competitive advantage. The goal is to protect Outotec’s technologies and products in their main market areas and in market segments where patents are an important part of the business. Competitive advantage is also supported by active follow-up on competitors’ IPR activities and competing technologies. Outotec protects the rights relating to inventions, products, technologies, and R&D results against competitors’ hostile activities, to prevent infringements and to promote Outotec’s image as an innovative company.

Outotec’s success is largely based on the solutions and services it has developed or acquired and continues to develop or acquire, and related IPRs which Outotec owns in whole or in part. In addition, Outotec is to some extent dependent on certain other companies as it uses technologies licensed by these companies and thereby is subject to risks relating to, among others, the validity of such licensing arrangements. Outotec is also to some extent dependent on certain IPRs owned by some of its subcontractors.

Outotec employs an advanced IPR protection process and relies principally on patents (including patent applications), nondisclosure agreements and other contractual arrangements and, to a lesser extent, trademark laws, to protect its IPRs. There are currently no significant outstanding infringement claims against Outotec. Outotec is not aware of any significant threatened infringement claims or similar proceedings. Despite the aforementioned, a successful intellectual property rights infringement claim or other similar proceeding against Outotec or the inability of Outotec to protect its proprietary information and enforce its IPRs through infringement proceedings could have a material adverse effect on Outotec’s business, financial condition and results of operations and future prospects and thereby, on Outotec’s ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

The insurance coverage taken out by the Issuer may turn out to be insufficient in certain situations

Outotec acquires insurances covering all or part of the group companies’ insurance needs, depending on the type of insurance. Furthermore, the group companies acquire local insurances on a case-by-case basis in separately defined areas and as part of specific delivery contracts. General liability insurance is the most important type of insurance and a significant part of insurance premiums paid annually relate to risks covered by such insurance. Outotec has property damage and business interruption insurance cover on areas where it has productive activities, which, according to the view of the management, is considered adequate. Other key insurance types include credit risks which are insured on a case-by-case advance assessment.

Although Outotec believes that it carries adequate insurance with respect to its operations and that said insurance coverage corresponds to the general industry practice, under certain circumstances Outotec’s insurance may not necessarily cover at all or adequately cover the direct or indirect consequences of occurrences related to the operations of the Company. It may be that insurance coverage is not necessarily available for each of the risks faced by Outotec. In addition, Outotec’s insurance policies may be subject to deductibles or franchises, as the case may be, and possible remedial requirements that affect the final amount of possible insurance indemnities. Although it has been Outotec’s policy to cover the risks relating to its operations through contractual limitations of liability, indemnities and insurances, they may not always give sufficient economic safety against the risks.

Outotec may, following a cost-benefit analysis, elect to not insure certain risks on the grounds that the amount of premium payable, terms of insurance or deductibles are excessive or otherwise unfair when compared to the potential benefit to Outotec from the insurance coverage. In addition, there is a risk that

insurance premiums may increase to such a high level or the insurance policies change so materially that Outotec considers them inappropriate or not in its interests to maintain insurance coverage at its existing level. Potential insufficiencies in Outotec's insurance coverage could have a material adverse effect on Outotec's business, financial condition and results of operations and future prospects and thereby, on Outotec's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

The Issuer could become liable for environmental or other damage relating to its projects and project sites

Outotec's plant deliveries may carry a supplier liability, which generally terminates at a certain time after the construction and commissioning of a plant. During the construction and commissioning there may occur accidents involving environmental damage or personal injury, and litigation arising from such accidents may result in Outotec being named a defendant in lawsuits asserting potentially large claims. Severe damage to human health, the environment or property or disruption in production could also be caused by accidents on a site where Outotec has delivered a plant. Such accidents could result in lawsuits towards Outotec as a technology provider, which, in turn, could lead to significant liabilities. There can be no assurance that an accident and/or environmental damage occurring during project execution or later at a project site will not result in claims against and result in liabilities on the part of Outotec for the accident and/or damage in question, which could, in turn, have a material adverse effect on Outotec's business, financial condition and results of operations and future prospects and thereby, on Outotec's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

Financial risks

The following describes the most significant financial risks in Outotec's business. Financial risks are divided into market, credit and liquidity risks. The market risks which are the most relevant to Outotec result from changes in currency and interest rates.

The Issuer may be exposed to foreign exchange rate risks

Foreign exchange rate risk is the result of the price changes between different currencies. The risk may be reflected for example as a change in the value of the cash flows or balance sheet items that are in a currency other than the domestic currency of the Company. The Company exposes itself to the risk if the items in question are not hedged. Currency risks are Outotec's greatest market risk and they may also have a significant effect on the profit, cash flow and balance sheet of Outotec.

The Issuer's operations involve interest rate risks

An interest rate risk is the result of the effect of changes in interest rates on the value of financing instruments or their profits and expenses. Outotec disperses its loans in fixed and floating rate instruments and total interest rate risk position is stabilized by changing the portion of fixed and foreign currency denominated debts.

Additionally, Outotec may use interest rate derivative instruments to control interest rate risks. The total nominal value of interest rate swaps was EUR 40 million on 30 June 2013 (30 June 2012: no interest rate swaps). The purpose of this derivative is to swap floating interest rate exposure of a term loan into fixed rate.

A significant part of the financial investments have short-term interest rate as a reference rate. On 30 June 2013 Outotec had EUR 293.7 million of cash and cash equivalent funds (30 June 2012: EUR 393.7 million), majority of which is invested in short-term money market instruments. The advance payments received from projects in the emerging markets and the related financial investments occasionally cause interest rate risks.

The Issuer may be exposed to risks regarding the availability and cost of financing

Uncertainty in the financial market may mean that the price of the financing needed in order to carry out Outotec's business will increase and that it may not be as readily available as previously. Adverse development in the credit markets and tightening regulation of the banks, as well as other adverse future developments in the financial markets, may negatively impact Outotec's ability to raise additional funds as

well as the costs and other terms of funding. The failure to obtain sufficient funding for operations or increased costs or unfavourable terms of financing could have a material adverse effect on Outotec's business, financial condition and results of operations and future prospects and thereby, on Outotec's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

Outotec is also dependent on availability of other financial facilities, including but not limited to commercial guarantee and foreign exchange credit lines in order to operate and grow successfully. Unavailability of these credit lines could have a material adverse effect on Outotec's business, financial condition and results of operations and future prospects and thereby, on Outotec's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

An increasing number of Outotec's customers have requested export credits for their projects and their demand has increased based on the total value of export guarantee applications related to Outotec's sales projects. Potential export credit restrictions may even further complicate and lengthen sales negotiations with customers and the effectiveness of deliveries. Also other restrictions in the availability of financing and changes to scopes and prices of projects in the offer stage may have a corresponding effect on the launching and completion of customer projects.

The Issuer may be exposed to credit (default) risks

Credit risk arises from the potential failure of a counterparty to meet its payment obligations. Credit risks can be further divided into country risk and counterparty risk. Outotec may be exposed to credit risks through sales contracts and other business (for example, trade receivables and other receivables), but also through money market investments and hedging instruments.

Outotec's projects and other business operations are subject to default risks arising from or as a result of, for example, non-payment of customers, suspension of contracts or termination of contracts when Outotec has already committed to costs in relation to the project, unjustifiable calling of on-demand commercial bank guarantees provided in connection with similar projects and non-performance of suppliers. In addition, default risks or counterparty risks arise in conjunction with cash investments and hedging instruments entered into in connection with projects. Some of Outotec's customer contracts may, subject to certain terms being met, be suspended or terminated at the decision and notification of the customer at any time. The materialization of any such risks could have a material adverse effect on Outotec's business, financial condition and results of operations and future prospects and thereby, on Outotec's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

Potential future impairments of goodwill could have material adverse effect on the Issuer

Substantial amount of Outotec's assets are in goodwill and intangible assets. The total value of intangible assets on 30 June 2013 was EUR 333.8 million (30 June 2012: EUR 305.1 million). There is a risk that due to for example weaker business outlook and market conditions Outotec may have to make asset impairments which depending on the amount impaired, could have a material adverse effect on Outotec's business, financial condition and results of operations and future prospects and thereby, on Outotec's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

The Issuer's operations involve liquidity risks

Liquidity risks are related to the availability of cash instruments to meet financial obligations. Outotec's liquidity is created through a combined effect of operative cash flows, disposable liquid assets and credit lines. Outotec seeks to ensure sufficient liquidity through a combination of cash management, liquid investment portfolios, and committed and uncommitted credit facilities.

The main objective of Outotec's financial risk management and related financial risk policy is to mitigate the effect of fluctuations of currency exchange rates and interest rates as well other uncertainties to the profit and to ensure adequate liquidity. As a main principle, Outotec's business units hedge their identified market risks by entering into agreements with the group treasury, which enters into most of the group's third party financial contracts with banks and other financial institutions. All of the asset management investments

related to liquidity management are made in liquid money market instruments with, as a starting point, low credit risk and within the limits of preagreed credit limits and maturities. In particular, as regards advance payments of projects, cash reserves may be invested in the local money markets in emerging economies. Any failures in the liquidity management could have a material adverse effect on a material adverse effect on Outotec's business, financial condition and results of operations and future prospects and thereby, on Outotec's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

Risks related to the Notes

The Notes may not be a suitable investment for all investors

Each potential investor in the Notes must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should:

- (i) have sufficient knowledge and experience to make a meaningful evaluation of the Notes, the merits and risks of investing in the Notes and the information contained or referred to in the Prospectus;
- (ii) have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Notes and the impact the Notes will have on its overall investment portfolio;
- (iii) have sufficient financial resources and liquidity to bear all of the risks of an investment in the Notes; and
- (iv) be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

Investors are exposed to credit risk in respect of the Issuer and may lose their investment in the Notes

Investors in the Notes are exposed to a credit risk in respect of the Issuer. The investor's possibility to receive interest payments and payments of principal under the Notes is thus dependent on the Issuer's ability to fulfill its payment obligations, which in turn is to a large extent dependent on developments in the Issuer's business and the Issuer's financial performance. Should the Issuer become insolvent during the term of Notes, investors may lose interest payable on and the principal amount of the Notes in whole or part.

There is no rating for the Issuer or the Notes

Neither the Issuer nor the Notes are currently rated by any rating agency and the Company does not intend to seek rating for the Notes in the future.

The Notes are not guaranteed or covered by any security

The Notes are not obligations of anyone other than the Issuer and they are not guaranteed by any person or entity. No one other than the Issuer will accept any liability whatsoever in respect of any failure by the Issuer to pay any amount due under the Notes.

The Notes are unsecured debt instruments and the Noteholders would be unsecured creditors in the event of the Issuer's bankruptcy or other insolvency proceeding. Accordingly, the prospects of the Issuer may negatively impact the liquidity and the market price of the Notes and may increase the risk that the Noteholders will not receive prompt and full payment, when due, for interest, principal and/or any other amounts payable to the Noteholders pursuant to the Notes from time to time.

The Notes contain no covenants on the Issuer's financial standing or operations

The Terms and Conditions of the Notes do not contain covenants concerning the Issuer's financial standing or operations except as set forth in Condition 8 "Change of Control", Condition 9 "Negative Pledge" and Condition 10 "Events of Default" of the Terms and Conditions of the Notes, which grant the Noteholders certain rights in certain limited circumstances. The Terms and Conditions of the Notes do not restrict the Issuer's ability to enter into a merger, demerger, asset sale or other significant transaction that could materially alter the Issuer's existence, legal structure of organization or regulatory regime and/or its composition and business. If the Issuer was to enter into such a transaction, Noteholders could be negatively impacted. Furthermore, the Change of Control Condition does not restrict any of the current shareholders of the Issuer from disposing any or all of their shareholdings.

Active trading market for the Notes may not develop

The Notes constitute a new issue of securities and there has been no prior public market for the Notes. Although application will be made to list the Notes on the Helsinki Stock Exchange, there can be no assurance that such application will be approved. Further, even if the listing application is approved, there can be no assurance that a liquid public market for the Notes will develop, and even if such a market were to develop, neither the Issuer nor the Arrangers are under any obligation to maintain such a market. In the absence of a secondary market, Notes may be difficult to sell at a satisfactory market price and the investor should be aware that he may realize a loss upon sale if Notes are sold prior to the Repayment Date. Even if the Notes are listed on an exchange, trading in the Notes will not always take place. Thus, it may be difficult and costly for the holder of the Notes to sell Notes within a short time frame, or at all, and it may be difficult for the holder to obtain a price that is equivalent to the price obtainable for securities that are traded in a liquid secondary market.

The liquidity and the market price for the Notes can be expected to vary with changes in market and economic conditions, the financial condition and prospects of the Issuer and other factors that generally influence the market prices of securities. Such fluctuations may significantly affect the liquidity and the market price of the Notes, which may trade at a discount to the price at which the holder of Notes invested in the Notes.

Since the Notes bear interest at a fixed interest rate, movements in market interest rates can adversely affect the value of the Notes

The Notes bear interest on their outstanding principal amount at a fixed interest rate. A holder of a security with a fixed interest rate is exposed to the risk that the value of such security could fall as a result of changes in the market interest rate. While the nominal compensation rate of a security with a fixed interest rate is fixed during the life of such security or during a certain period of time, the current interest rate on the capital market (market interest rate) typically changes on a daily basis. If the market interest rate increases, the value of such a security typically falls, until the yield of such security is approximately equal to the market interest rate. If the market interest rate falls, the value of a security with a fixed interest rate typically increases, until the yield of such a security is approximately equal to the market interest rate. Consequently, the holders of Notes should be aware that movements of the market interest rate can adversely affect the value of the Notes and can lead to losses for the holders of Notes if they sell their Notes.

The Issuer may issue additional debt and/or grant security

Except as set out in Condition 9 "Negative Pledge" of the Terms and Condition of the Notes, the Issuer is not prohibited from issuing further notes or incurring other debt ranking pari passu or senior to the Notes or restricted from granting any security on any existing or future debts. Such issuance or incurrence of further debt or granting of security may reduce the amount recoverable by the Noteholders upon the winding-up or insolvency of the Issuer.

The Notes carry no voting rights at the Issuer's General Meetings of Shareholders

The Notes carry no voting rights with respect to the general meetings of shareholders of the Issuer. Consequently, in the Issuer's general meetings of shareholders the holders of notes cannot influence any decisions by the Issuer to redeem the Notes or any decisions by the Issuer's shareholders concerning, for instance, the capital structure of the Issuer.

Laws and practices applicable to the Notes may change

The Notes are issued under Finnish law in force on the issue date. Any new statutes, ordinances and regulations, amendments to the legislation or changes in application of the law (including any amendments to or changes in application of tax laws or regulations) after the issue date may affect the Notes and/or have a material adverse effect on the Issuer, which could affect the Issuer's ability to fulfill its obligations under the Notes as well as the market price and value of the Notes.

Legal investment considerations may restrict certain investments

The investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent (i) Notes are legal investments for it, (ii) Notes can be used as collateral for various types of borrowing and (iii) other restrictions apply to its purchase or pledge of any Notes. Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of Notes under any applicable risk-based capital or similar rules.

The Issuer may have a right or obligation to redeem and purchase the Notes prior to maturity

As specified in the Terms and Conditions of the Notes, the holders of Notes are entitled to demand premature repayment of the Notes in case of an Event of Default (see Condition 10) and a Change of Control (see Condition 8). Such premature repayment may have a material adverse effect on the Issuer's business, financial condition, results of operations and future prospects and, thereby, on the Issuer's ability to fulfill its obligations under the Notes of such holders of Notes who elect not to exercise their right to get their Notes prematurely repaid as well as the market price and value of such Notes.

In addition, as specified in the Terms and Conditions of the Notes, the Issuer may at any time purchase Notes in any manner and at any price prior to maturity. Only if such purchases are made through a tender offer, such offer must be available to all holders of Notes alike. The Issuer is entitled to resell or nullify the Notes at its discretion. Consequently, a holder of Notes offering Notes to the Issuer in connection with such purchases may not receive the full invested amount. Furthermore, a holder of Notes may not have the possibility to participate in such purchases. The purchases – whether through tender offer or otherwise – may have a material adverse effect on the Issuer's business, financial condition, results of operations and future prospects and, thereby, on the Issuer's ability to fulfill its obligations under the Notes to such holders who do not participate in the purchases as well as the market price and value of such Notes.

Furthermore, in case at least seventy-five (75) per cent of the aggregate nominal principal amount of the Notes has been repaid pursuant to a demand by the holders of Notes based on a Change of Control of the Issuer, the Issuer is entitled to prepay also the remaining outstanding Notes by notifying the holders of Notes of such prepayment. Such early repayment initiated by the Issuer may incur financial losses or damage, among other things, to such holders of Notes who had prepared themselves to have the amount of the Notes invested until the contractual final maturity of the Notes.

The Issuer is not obliged to compensate for withholding tax on the Notes

In the event of withholding taxes are imposed in respect of payments to holders of Notes on amounts due pursuant to the Notes, the Issuer is neither obliged to gross-up or otherwise compensate holders of Notes for the lesser amounts the holders of Notes will receive as a result of the imposition of withholding taxes nor entitled to a premature redemption of the Notes.

Amendments to the Notes bind all holders of Notes

The Terms and Conditions of the Notes may be amended in certain circumstances, with the required consent of a defined majority of the holders of Notes. The Terms and Conditions contain provisions for calling Noteholders' Meetings to resolve on matters affecting the interests of the holders of Notes generally. These provisions permit defined majorities to bind all holders of Notes including holders of Notes who did not participate and vote at the relevant meeting and holders of Notes who voted in a manner contrary to the majority.

Rights to payments that have not been claimed within three years are prescribed

In case any payment under the Notes has not been claimed within three (3) years from the original due date thereof, the right to such payment shall be prescribed. Such prescription may incur financial losses to such holders of Notes who have not claimed payment under the Notes within three (3) years.

The completion of transactions relating to the Notes is reliant on Euroclear Finland's operations and systems

The Notes are issued in the book-entry securities system of Euroclear Finland, and consequently, no physical securities will be issued. The Notes are dematerialized securities and title to the Notes is recorded and transfers of the Notes are affected only through the relevant entries in the book-entry system and registers maintained by Euroclear Finland and its account operators. Therefore, timely and successful completion of transactions relating to the Notes depends on the fact that the book-entry securities system is operational. Any malfunction or delay in the book-entry securities systems or failure by any party to the system may result in the transaction not to take place as expected or to be delayed, which may cause financial losses or damage to the holders of Notes whose rights are depended on the timely and successful completion of the transaction. The Issuer, the Arrangers or any other third party will not assume any responsibility for the timely and full functionality of the book-entry securities system.

During the term-to-maturity of the Notes, Euroclear Finland's systems to process the Notes are likely to be changed materially due to the introduction of the Target 2 securities platform of the European System of Central Banks. Any malfunction or delay in the book-entry securities system or any failure by any relevant party may result in any transaction involving the Notes not taking place as expected or being delayed, which may cause financial losses or damage to the Noteholders whose rights depended on the timely and successful completion of the transaction.

The Company or any other third party will not assume any responsibility for the timely and full functionality of the book-entry securities system. Payments under the Notes will be made in accordance with the laws governing the book-entry securities system, the rules of Euroclear Finland and the Terms and Conditions of the Notes. For purposes of payments under the Notes, it is the responsibility of each investor to maintain with its respective book-entry account operator up to date information on applicable bank accounts.

RESPONSIBILITY FOR THE PROSPECTUS

Outotec Oyj
Business identity code: 0828105-8
Registered office: Espoo, Finland
Address: Puolikkotie 10, PO Box 86, 02230, Espoo, Finland

STATEMENT REGARDING THE PROSPECTUS

The Company has furnished the information in this Prospectus and accepts responsibility for the completeness and accuracy of the information presented herein. The Company declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Prospectus is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

INFORMATION DERIVED FROM THIRD PARTY SOURCES

Where certain information contained in the Prospectus has been derived from third party sources, such sources have been identified herein. Such third party information has been accurately reproduced herein and as far as the Company is aware and is able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

MARKET INFORMATION

This Prospectus contains estimates regarding the market position of Outotec. Such information is prepared by Outotec based on third-party sources and Outotec's own internal estimates. In many cases, there is no publicly available information on such market data. Outotec believes that its estimates of market data and information derived therefrom are helpful in order to give investors a better understanding of the industry in which it operates as well as its position within this industry. Although Outotec believes that its internal market observations are fair estimates, they have not been reviewed or verified by any external experts and Outotec cannot guarantee that a third-party expert using different methods would obtain or generate the same results.

AVAILABILITY OF THE PROSPECTUS

This Prospectus is available as of 16 September 2013 at the website of the Company at <http://www.outotec.com/Investors/Credit-facilities/> and at the offices of the Company at Puolikkotie 10, FI-02230, Espoo. In addition, the Prospectus is available as of 16 September 2013 at the reception of the Helsinki Stock Exchange at Fabianinkatu 14, FI-00100 Helsinki, Finland and at the offices of the Arrangers at Nordea Bank Finland Plc, Nordea Markets / Institutional Sales, Aleksis Kiven katu 9, 00500 Helsinki, Finland and Skandinaviska Enskilda Banken AB (publ) Helsinki Branch, Investment Banking, Unioninkatu 30, 00100 Helsinki, Finland.

FORWARD-LOOKING STATEMENTS

Certain statements in the Prospectus, including but not limited to certain statements set forth under "Summary" and "Risk Factors", "Information about the Issuer" and "Financial Information and Prospects" are based on the beliefs of the corporate management as well as assumptions made by and information currently available to the corporate management, and such statements may constitute forward-looking statements. The words "believe", "expect", "anticipate", "intend" or "plan" and similar expressions identify such forward-looking statements.

Such forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause the actual results, performance or achievements of Outotec, or industry results, to differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements. Examples of these risks, uncertainties and other factors include, but are not limited to those discussed in section "Risk Factors" of this Prospectus. Such examples are not exhaustive and new risks emerge from time to time. Should one or more of these or other risks or uncertainties materialise, or should

any underlying assumptions prove to be incorrect, the actual results of operations or financial condition of Outotec could differ materially from those described herein as anticipated, believed, estimated or expected.

The Company does not intend, and does not assume any obligation, to update any forward-looking statements contained herein unless required to do so by applicable legislation.

NO CREDIT RATING

The Company or the Notes have not been assigned any credit ratings at the request or with the co-operation of the Issuer in any rating process. The Company does not intend to seek rating for the Notes in the future.

NO INCORPORATION OF WEBSITE INFORMATION

The contents of Outotec's website or any other website do not form a part of this Prospectus (excluding the documents incorporated by reference into this Prospectus as set forth in "Information Incorporated by Reference"), and no person should rely on such information in making their decision to purchase Notes.

OTHER INFORMATION

Financial information set forth in a number of tables in this Prospectus has been rounded. Accordingly, in certain instances, the sum of the numbers in a column or row may not conform exactly to the total figure given for that column or row. In addition, certain percentages presented in the tables in this Prospectus reflect calculations based upon the underlying information prior to rounding and, accordingly, may not conform exactly to the percentages that would be derived if the relevant calculations were based upon the rounded numbers.

In this Prospectus, references to "euro" or "EUR" are to the currency of the member states of the EU participating in the European Economic and Monetary Union.

NOTICE TO INVESTORS IN THE EUROPEAN ECONOMIC AREA (OTHER THAN FINLAND)

This Prospectus has been prepared on the basis that all offers of the Notes in the European Economic Area (the "EEA") will be made pursuant to an exemption under the Prospectus Directive, as implemented in the member states of the EEA, from the requirement to produce a prospectus under the Prospectus Directive for offers of securities. Accordingly, any person making or intending to make any offer of the Notes within the EEA should only do so in circumstances in which no obligation arises for the Company or the Arrangers to publish a prospectus under the Prospectus Directive for such offer. Neither the Company nor the Arrangers have authorized, nor do they authorize, the making of any offer of securities through any financial intermediary.

In relation to each Member State of the EEA which has implemented the Prospectus Directive (each, a "Relevant Member State") an offer to the public of any Notes may not be made in that Relevant Member State (other than Finland) except that offers to the public in that Relevant Member State may be made pursuant to the following exemptions under the Prospectus Directive, if they have been implemented in that Relevant Member State:

- (a) to legal entities which are qualified investors as defined under the Prospectus Directive;
- (b) to fewer than 100, or, if the Relevant Member State has implemented the relevant provisions of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under the Prospectus Directive; or
- (c) in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of Notes shall result in a requirement for the Company or the Arrangers to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

For the purposes of this provision, the expression an “offer to the public” in relation to any Notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and any Notes to be offered so as to enable an investor to decide to purchase any Notes, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State, the expression “2010 PD Amending Directive” means Directive 2010/73/EU amending the Prospectus Directive.

NOTICE TO PROSPECTIVE INVESTORS IN THE UNITED KINGDOM

In the United Kingdom, this Prospectus may be distributed only to, and may be directed at, (a) persons who have professional experience in matters relating to investments falling within Article 19(1) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “Order”) or (b) high net worth entities falling within Article 49(2)(a) to (d) of the Order, and other persons to whom it may be lawfully communicated, falling within Article 49(1) of the Order (all such persons together being referred to as “relevant persons”). Any person who is not a relevant person should not act or rely on this document or any of its contents.

TERMS AND CONDITIONS OF THE NOTES

OUTOTEC EUR 150,000,000 3.75 per cent Notes due 16 September 2020

ISIN CODE FI4000068556

The Board of Directors of Outotec Plc (the “Issuer”) has in its meeting on 23 August 2013 authorised the Issuer’s management to decide on the issue of senior unsecured notes referred to in Paragraph 1 of Section 34 of the Act on Promissory Notes (622/1947, as amended in 746/1993). Based on the authorization, the Issuer has decided to issue senior unsecured notes (the “Notes”) on the terms and conditions specified below.

Nordea Bank Finland Plc and Skandinaviska Enskilda Banken AB (publ) Helsinki Branch will act as arrangers in connection with the offer and issue of the Notes (the “Arrangers”).

Capitalised terms used in these terms and conditions have the meanings ascribed to them in these terms and conditions.

1. Principal amount and issuance of the Notes

The principal amount of the Notes is one hundred and fifty million euros (EUR 150,000,000) or a higher amount, as may be determined by the Issuer.

The Notes will be issued in dematerialised form in the RM-book-entry securities system of Euroclear Finland Ltd (“Euroclear Finland”) in accordance with the Finnish legislation governing book-entry system and book-entry accounts as well as the regulations and decisions of Euroclear Finland, and cannot be physically delivered.

The issue date of the Notes is 16 September 2013 (the “Issue Date”).

The Notes will be offered for subscription in a minimum amount of one hundred thousand euros (EUR 100,000). The principal amount of each book-entry unit (*arvo-osuuden yksikkökoko*) is one thousand euros (EUR 1,000). The number of the Notes is one hundred and fifty thousand (150,000) or a higher number if the Issuer decides to increase the principal amount of the Notes. Each Note will be freely transferable after it has been registered into the respective book-entry account.

The Issue Administrator (*liikkeeseenlaskun hoitaja*) of the Notes referred to in the regulations of Euroclear Finland (the “Issue Administrator”) is Skandinaviska Enskilda Banken AB (publ) Helsinki Branch.

2. Subscription of the Notes

Notes shall be offered for subscription mainly to institutional investors through a book-building procedure (*private placement*). The subscription period shall commence and end on 5 September 2013 (the “Subscription Date”).

Bids for subscription shall be submitted during regular business hours to Nordea Bank Finland Plc, Nordea Markets / Institutional Sales, Aleksis Kiven katu 9, FI-00020 NORDEA, Finland, telephone +358 9 369 50880 or to Skandinaviska Enskilda Banken AB (publ) Helsinki Branch, Fixed Income Sales, Unioninkatu 30, 00100 Helsinki, Finland, telephone +358 9 6162 8560.

Subscriptions made are irrevocable. All subscriptions remain subject to the final acceptance by the Issuer. The Issuer may, in its sole discretion, reject a subscription in part or in whole. The Issuer shall decide on the procedure in the event of over-subscription.

Subscriptions shall be paid for as instructed in connection with the subscription.

Notes subscribed and paid for shall be entered by the Issue Administrator to the respective book-entry accounts of the subscribers on a date advised in connection with the issuance of the Notes in accordance with

the Finnish legislation governing book-entry system and book-entry accounts as well as regulations and decisions of Euroclear Finland.

3. Issue price

The issue price of the Notes is 99.096 per cent.

4. Interest

The Notes bear fixed interest at the rate of 3.75 per cent per annum. Interest shall be payable annually in arrears commencing on 16 September 2014 and thereafter on each 16 September (each an “Interest Payment Date”).

Interest shall accrue for each interest period from (and including) the first day of the interest period to (but excluding) the last day of such interest period on the principal amount of Notes outstanding from time to time. The first interest period commences on the Issue Date and ends on the first Interest Payment Date. Each consecutive interest period begins on the previous Interest Payment Date and ends on the following Interest Payment Date. The last interest period ends on the Redemption Date (as defined below).

Interest in respect of the Notes will be calculated on the basis of the actual number of days elapsed in the relevant interest period divided by 365 (or, in the case of a leap year, 366) (Actual/ Actual ICMA).

5. Redemption

The Notes shall be repaid in full at their nominal principal amount on 16 September 2020 (the “Redemption Date”), unless the Issuer has prepaid the Notes in accordance with Condition 8 or 10 below.

6. Status and security

The Notes constitute direct, unsubordinated, unconditional, unguaranteed and unsecured obligations of the Issuer ranking *pari passu* among each other and at least *pari passu* with all other present and future unsecured and unsubordinated indebtedness of the Issuer, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.

The Notes involve a risk of the Issuer’s repayment ability.

7. Payments

Interest on and principal of the Notes shall be paid in accordance with the Finnish legislation governing book-entry system and book-entry accounts as well as the regulations and decisions of Euroclear Finland.

Should the payment date of interest or principal fall on a date which is not a Business Day (as defined below), the payment of the amount due will be postponed to the next following Business Day. The postponement of the payment date shall not have an impact on the amount payable.

In these Terms and Conditions, “Business Day” shall mean a day on which banks in Helsinki are open for general business and on which the Trans-European Automated Real-Time Gross Settlement Express Transfer (TARGET2) System is open.

8. Change of control

If, after the Issue Date, any person or group of persons acting in concert (as defined below), directly or indirectly, gains Control (as defined below) of the Issuer, the Issuer shall promptly after having become aware thereof notify the holders of Notes (the “Noteholders”) of such event in accordance with Condition 13.

Upon occurrence of a change of Control, the Issuer shall, on the Prepayment Date (as defined below), prepay the principal amount of and the interest then accrued on the Notes, but without any premium or penalty, held by the Noteholders who have required prepayment of Notes held by them by a written notice to be given to the Issuer no later than fifteen (15) Business Days before the Prepayment Date. Interest on the Notes accrues until the Prepayment Date (excluding the Prepayment Date).

If Notes representing more than seventy-five (75) per cent. of the aggregate principal amount of the Notes have been prepaid on the Prepayment Date pursuant to this Condition 8, the Issuer is entitled to prepay also the remaining outstanding Notes at their principal amount with accrued interest but without any premium or penalty by notifying the relevant Noteholders in accordance with Condition 13 no later than fifteen (15) Business Days after the Prepayment Date. Such prepayment may be effected at the earliest on the tenth (10th) Business Day and at the latest on the sixtieth (60th) Business Day following the date of publication of such notice.

“acting in concert” means a group of persons who, pursuant to an agreement or understanding (whether formal or informal), actively co-operate, through the acquisition by any of them, either directly or indirectly, of shares in the Issuer, to obtain or consolidate Control of the Issuer;

“Control” means either:

- (a) ownership of shares of the Issuer representing more than 50 per cent. of the total voting rights represented by the shares of the Issuer; or
- (b) capability of appointing the majority of the board of directors of the Issuer.

“Prepayment Date” means the date falling forty-five (45) Business Days after the publication of the notice referred to in the first paragraph of this Condition 8.

9. Negative pledge

So long as any Note remains outstanding, the Issuer shall not, and the Issuer shall procure that none of its subsidiaries (as defined below under Condition 10) will, create any mortgage, charge, lien, pledge or other security interest to secure any other notes or bonds, debentures, debenture stock or loan stock issued after the issuance of the Notes that are capable of being listed on a stock exchange or subject to trading in a regulated market (or create any such security interest to secure any guarantee or indemnity over such notes or other securities), unless the granting of such security interest is required under Finnish law or other law governing such notes or bonds, debentures, debenture stock or loan stock, or unless prior to or simultaneously therewith the Issuer’s obligations under the Notes either (a) are secured equally and rateably therewith or (b) have the benefit of such other security interest or other arrangement (whether or not it includes the granting of a security interest) as shall be approved by a resolution of the Noteholders (as referred to in Condition 12 (Noteholders’ Meeting)).

10. Events of default

If an Event of Default (as defined below) occurs, any Noteholder may by a written notice to the Issuer declare the outstanding principal amount of such Note together with the interest then accrued on such Note to be prematurely due and payable at the earliest on the tenth (10th) Business Day from the date such notice was received by the Issuer *provided* that an Event of Default is continuing on the date of receipt of the notice and on the specified early repayment date. An Event of Default is continuing if it has not been remedied or waived. Interest accrues until the early repayment date (excluding the early repayment date).

Each of the following events shall constitute an “Event of Default”:

- (a) **Non-Payment:** Any amount of interest on or principal of the Notes has not been paid within five (5) Business Days from the relevant due date, unless the failure to pay is caused by a reason referred to in Condition 14.

- (b) Cross-default: Any outstanding Indebtedness (as defined below) of the Issuer or any of its Material Subsidiaries (as defined below) in a minimum amount of fifteen million euros (EUR 15,000,000) or its equivalent in any other currency is accelerated prematurely because of an event of default, howsoever described, or if any such Indebtedness is not repaid on the due date thereof as extended by applicable grace period, if any, or if any security given by the Issuer for any such Indebtedness becomes enforceable by reason of default. A Noteholder shall not be entitled to demand repayment under this sub-Condition (b) if the Issuer has bona fide disputed the existence of the occurrence of an Event of Default under this sub-Condition (b) in the relevant court or in arbitration as long as such dispute has not been finally and adversely adjudicated against the Issuer without any appeal period.

“Indebtedness” means, for the purposes of these terms and conditions, interest bearing debt including guarantees (whether principal, premium, interest or other amounts) in respect of any notes, bonds or other debt securities or any borrowed money of the Issuer or any of its Material Subsidiaries.

- (c) Negative Pledge: The Issuer does not comply with its obligations under Condition 9 (Negative Pledge).
- (d) Cessation of Business: The Issuer ceases to carry on its current business in its entirety.
- (e) Winding-up: An order is made or an effective resolution is passed for the winding-up (in Finnish “selvitystila”), liquidation or dissolution of the Issuer or any of its Material Subsidiaries except for (i) actions which are frivolous (in Finnish “perusteeton”) or vexatious (in Finnish “oikeuden väärinkäyttö”), or (ii) in the case of a Material Subsidiary, on a voluntary solvent basis.
- (f) Insolvency: (i) The Issuer or any of its Material Subsidiaries becomes insolvent; (ii) the Issuer or any of its Material Subsidiaries makes a general assignment or an arrangement or composition with or for the benefit of its creditors or (iii) an application is filed for it being subject to bankruptcy or re-organisation proceedings, or for the appointment of an administrator or liquidator of any of the Issuer’s or its Material Subsidiaries’ assets, save for any such applications that are contested in good faith and discharged, stayed or dismissed within forty-five (45) days.

“Material Subsidiary” means for the purposes of these terms and conditions, at any time, any subsidiary of the Issuer:

- (a) whose net sales (consolidated in the case of a subsidiary which itself has subsidiaries) or whose total assets (consolidated in the case of a subsidiary which itself has subsidiaries) represent not less than ten (10) per cent. of the consolidated net sales or the consolidated total net assets of the Issuer’s group (as defined below) taken as a whole, all as calculated by reference to the then most recent financial statements (consolidated or, as the case may be, unconsolidated) of such subsidiary and the then most recent consolidated financial statements of the Issuer’s group; or
- (b) to which is transferred the whole or substantially the whole of the sales or assets and undertakings of a subsidiary which, immediately prior to such transfer, was a Material Subsidiary.

“subsidiary” and “group” mean a subsidiary and a group within the meaning of Chapter 1, Section 6 of the Bookkeeping Act (1336/1997, as amended) (in Finnish: “Kirjanpitolaki”).

11. Taxation

All payments in respect of the Notes by or on behalf of the Issuer shall be made without withholding or deduction for, or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature (“Taxes”) imposed or levied by or on behalf of Finland or any political subdivision or authority of Finland having power to tax, unless the withholding or deduction of the Taxes is required by law. In such case, the Issuer shall make such payment after such withholding or deduction has been made and shall account to the relevant authorities for the amount so required to be withheld or deducted. The Issuer will not be obligated to make any additional payments to Noteholders in respect of such withholding or deduction.

12. Noteholders' meeting

- (a) The Issuer may convene a meeting of the Noteholders (a "Noteholders' Meeting") to decide, subject to the approval of the Issuer, on amendments of these terms and conditions or other matters as specified below. Euroclear Finland must be notified of the Noteholders' Meeting in accordance with the regulations of Euroclear Finland.
- (b) Notice of a Noteholders' Meeting shall be published in English in accordance with Condition 13 no later than ten (10) calendar days prior to the meeting. The notice shall specify the time, place and agenda of the meeting as well as any action required on the part of a Noteholder to attend the meeting. No matters other than those referred to in the notice may be resolved upon at the Noteholders' Meeting.
- (c) Only those who were registered as Noteholders on the fifth (5th) Business Day prior to the Noteholders' Meeting in the register maintained by Euroclear Finland in respect of the Notes and who have registered for the Noteholders' Meeting in accordance with the instructions set out in the notice to the Noteholders' Meeting or proxies authorised by such Noteholders, shall, if holding any of the principal amount of the Notes at the time of the meeting, be entitled to vote at the meeting and shall be recorded in the list of the Noteholders present in the Noteholders' Meeting.
- (d) A Noteholders' Meeting shall be held in Helsinki, Finland and its chairman shall be appointed by the Issuer.
- (e) A Noteholders' Meeting shall constitute a quorum only if two (2) or more Noteholders holding in aggregate fifty (50) per cent or more of the principal amount of the Notes outstanding are present in the meeting.
- (f) If, within thirty (30) minutes after the time specified for the start of the Noteholders' Meeting, a quorum is not present, any consideration of the matters to be dealt with at the meeting may, at the request of the Issuer, be adjourned for consideration at a meeting to be convened by the Issuer on a date determined by the Issuer falling no earlier than fourteen (14) calendar days and no later than twenty-eight (28) calendar days after the original meeting at a place to be determined by the Issuer. The adjourned Noteholders' Meeting shall constitute a quorum if two (2) or more Noteholders holding in aggregate ten (10) per cent or more of the principal amount of the Notes outstanding are present.
- (g) Notice of an adjourned Noteholders' Meeting shall be given in the same manner as notice of the original meeting. The notice shall also state the requirements for the constitution of a quorum.
- (h) Voting rights of Noteholders shall be determined according to the principal amount of the Notes held on the fifth (5th) Business Day prior to the Noteholders' Meeting. The Issuer and any companies belonging to its group shall not hold voting rights at the Noteholders' Meeting.
- (i) Subject to Condition 12 (k) below, resolutions shall be carried by a majority of two-thirds (2/3) of the votes cast.
- (j) Representatives of the Issuer and persons authorised to act for the Issuer may attend and speak at a Noteholders' Meeting.
- (k) A Noteholders' Meeting is entitled to make the following decisions that are binding on all the Noteholders:
 - (i) to change the terms and conditions of the Notes;
 - (ii) to grant a temporary waiver on the terms and conditions of the Notes;

However, consent of the Noteholders holding in aggregate ninety-five (95) per cent or more of the principal amount of the Notes outstanding is required to:

- (iii) decrease the principal of or interest on the Notes;
- (iv) extend the maturity of the Notes;
- (v) amend the requirements for the constitution of a quorum at a Noteholders' Meeting; or
- (vi) amend the majority requirements of the Noteholders' Meeting.

The consents can be given at a Noteholders' Meeting or by other verifiable means.

The Noteholders' Meeting can authorise a named person to take necessary action to enforce the decisions of the Noteholders' Meeting.

- (l) Resolutions passed at a Noteholders' Meeting shall be binding on all Noteholders after the resolution has been validly passed irrespective of whether they have been present at the Noteholders' Meeting and irrespective of how and if they have voted.
- (m) Resolutions passed at a Noteholders' Meeting shall be deemed to have been notified to the Noteholders once they have been published or delivered in accordance with Condition 13 and entered into the issue account of the Notes maintained by Euroclear Finland. In addition, Noteholders are obliged to notify subsequent transferees of the Notes of the resolutions of the Noteholders' Meeting.

The Issuer shall have the right to amend the technical procedures relating to the Notes in respect of payments or other similar matters without the consent of Noteholders or a Noteholders' Meeting.

13. Notices and right to information

Noteholders shall be advised of matters relating to the Notes by a notice published in Helsingin Sanomat or any other major Finnish daily newspaper selected by the Issuer. Alternatively, the Issuer may deliver notices on the Notes in writing directly to the Noteholders at the address appearing on the list of the Noteholders provided by Euroclear Finland in accordance with the below paragraph. Once approved by Euroclear Finland, account operators of the Euroclear Finland book-entry system may give notices relating to the Notes also through the book-entry system. Any such notice shall be given in the English language and shall be deemed to have been received by the Noteholders when published or delivered in the manner specified in this Condition 13.

Notwithstanding any secrecy obligation, the Issuer and the Issue Administrator shall, subject to the regulations of Euroclear Finland and applicable laws, be entitled to obtain information of the Noteholders from Euroclear Finland and Euroclear Finland shall be entitled to provide such information to the Issuer and the Issue Administrator. Furthermore, the Issuer shall, subject to regulations of Euroclear Finland and applicable laws, be entitled to acquire from Euroclear Finland a list of the Noteholders, provided that it is technically possible for Euroclear Finland to maintain such a list. The Issuer shall at the request of the Issue Administrator pass on such information to the Issue Administrator. Address for notices to the Issuer is as follows:

Outotec Plc
Puolikkotie 10
FI-02230 Espoo
Finland

14. Force majeure

The Issuer, the Arrangers or the Issue Administrator shall not be responsible for any damage or losses of the Noteholders resulting from:

- (a) action of any authorities, war or threat of war, rebellion or civil unrest;
- (b) disturbances in postal, telephone or electronic communications or the supply of electricity which are due to circumstances beyond the reasonable control of the Issuer, the Arrangers or the Issue Administrator and that materially affect operations of any of them;
- (c) any interruption of or delay in any functions or measures of the Issuer, the Arrangers or the Issue Administrator as a result of fire or other similar disaster;
- (d) any industrial action, such as strike, lockout, boycott or blockade affecting materially the activities of the Issuer, the Arrangers or the Issue Administrator even if it only affects part of the employees of any of them and whether any of them is involved therein or not; or
- (e) any other similar force majeure or hindrance which makes it unreasonably difficult to carry on the activities of the Issuer, the Arrangers or the Issue Administrator.

15. Prescription

In case any payment under the Notes has not been claimed by the respective Noteholder entitled to this payment within three (3) years from the original due date thereof, the right to such payment shall be prescribed.

16. Listing

Following the subscription of the Notes, an application will be made to have the Notes listed on the Helsinki Stock Exchange maintained by NASDAQ OMX Helsinki Ltd.

17. Purchases

The Issuer may at any time purchase Notes in any manner and at any price. If purchases are made through a tender offer, the possibility to tender must be available to all Noteholders alike. The repurchased Notes may be resold or nullified.

18. Further issues of notes

The Issuer may from time to time, without the consent of and notice to the Noteholders, create and issue further notes having the same terms and conditions as the Notes in all respects (or in all respects except for the first payment of interest on them, the issue price and/or the minimum subscription amount thereof) by increasing the maximum principal amount of the Notes or otherwise. For the avoidance of doubt, this Condition 18 shall not limit the Issuer's right to issue any other notes.

19. Information

Copies of the documents relating to the Notes shall be available for inspection during office hours at the office of the Issuer at Outotec Plc, Puolikkotie 10, FI-02230 Espoo, Finland, at Nordea Bank Finland Plc, Nordea Markets, Aleksis Kiven katu 9, FI-00020 Nordea, Finland and at Skandinaviska Enskilda Banken AB (publ), Helsinki Branch, Investment Banking, Unioninkatu 30, 00100, Helsinki, Finland.

20. Applicable law and jurisdiction

The Notes are governed by and construed in accordance with Finnish law.

Any disputes relating to the Notes shall be settled by the courts of Finland. The District Court of Helsinki (Helsingin käräjäoikeus) shall be the court of first instance.

ADDITIONAL INFORMATION ON THE ISSUE OF THE NOTES

Type of issue:	Individual issue of Notes offered to institutional investors. A total of EUR 150,000,000 in the principal amount of the Notes will be issued on 16 September 2013.
Reasons for the issue and use of proceeds:	The aggregate net proceeds to Outotec from the Offering, after deduction of the fees and expenses payable by Outotec, amount to approximately EUR 148.1 million. The proceeds of the Offering received by Outotec will be used for general corporate purposes of the Outotec group. The estimated total expenses of the Offering amount to approximately EUR 0.6 million.
Interest of the participants of the issue of the Notes:	The Arrangers: business interest normal in the financial markets.
Listing:	Application will be made to have the Notes listed on the Helsinki Stock Exchange maintained by NASDAQ OMX Helsinki Ltd.
Estimated time of Listing:	On or about 19 September 2013.
Coupon and duration:	3.75 per cent per annum; 7 years.

INFORMATION ABOUT THE ISSUER

General

Outotec is a leading global provider of process solutions, technologies, and services for the mining and metallurgical industries as well as for energy production and industrial water treatment. The company utilizes its extensive experience and advanced process know-how by providing plants, equipment, and services based mainly on proprietary technologies. Outotec works in close partnership with its customers and provides environmentally sound and energy saving solutions.

As of 1 July 2013 Outotec's business structure consists of two business areas and three geographical regions. The business areas are Metals, Energy & Water and Minerals Processing, and they form Outotec's reportable operating segments according to IFRS 8. The regions are Americas, EMEA (including Europe, Middle East, Africa and CIS countries) and APAC (including Asia Pacific, China and India).

In 2012 Outotec generated sales of EUR 2,087.4 million. On 30 June 2013, Outotec had a total of 5,039 employees of which 2,865 were located in EMEA, 1,322 in Americas and 852 in Asia Pacific region.

History

Outotec's strong market position and technology leadership are based on the knowledge and experience derived from the operations of two major mining and metals companies: the Outokumpu Group and the former Lurgi Metallurgie GmbH, originating from Metallgesellschaft AG.

In the late 1940s, Outokumpu's scientists and engineers developed a new process of extracting metal from its ore, called flash smelting. The success of flash smelting eventually led to the formation of a technology division within Outokumpu.

The global breakthroughs of flash smelting, flotation and automation technologies led to the establishment of overseas sales offices in Canada, the United States, Mexico and Brazil in the 1970s and in Peru and Chile in the 1980s. Outokumpu Technology's growth and internationalization continued with acquisitions and establishment of further sales offices and competence centers until today.

The acquisition of Lurgi Metallurgie GmbH in 2001 had a major impact on Outotec's portfolio complementing it with technologies for iron processing, alumina calcining, roasting of sulfidic ores and sulfuric acid production technologies.

Outokumpu Technology was organized as a legal consolidated group in 2006. In October 2006 the company was listed as an independent company on the Helsinki Stock Exchange. According to the agreement made with the former parent company Outokumpu Oyj, Outokumpu Technology changed its name to Outotec in April 2007.

Group structure

Outotec Oyj is the parent company of the Outotec group. Outotec was incorporated on 25 September 2006 (as Outokumpu Technology Oyj) and is organized under the laws of Finland. Outotec is domiciled in Espoo, Finland. Outotec Oyj is registered in the Finnish Trade Register under the business identity code 0828105-4. Its registered office is located at Puolikkotie 10, 02230 Espoo, Finland, and its telephone number is +358 20 529 211.

According to Article 2 of its Articles of Association, the Company's line of business is to carry on, by itself or through its subsidiaries, the design, manufacture, construction of and trade in methods, machinery, devices, equipment, spare parts and production facilities for the mining, ore cleaning, metallurgical and other processing industry, metals forming technology, materials technology, energy technology and environmental protection, the production and sale of technical design, project services and research and product development services for the processing industry, energy technology and environmental protection, including any industrial and commercial operations and the sale of business management and consultancy services based on or relating to these activities or know-how acquired in this sphere of activities, as well as the holding and control of domestic and foreign securities, own and control domestic and foreign securities, raise and grant loans, grant securities and give its property in pledge.

The following table sets forth the subsidiaries that Outotec owned, directly or indirectly, as at 30 June 2013:

Aisco Systems Inc. Chile y Compañía Ltda	Outotec (USA) Inc.
Auburn Project Management Inc.	Outotec (Zambia) Ltd.
Ausiron Development Corporation Pty. Ltd.	Outotec Ausmelt Pty. Ltd.
International Project Services Ltd. Oy	Outotec B.V.
Kumpu GmbH	Outotec Deutschland GmbH
Larox AB	Outotec Filters Australia Pty. Ltd.
Larox India Private Ltd.	Outotec GmbH
Larox SA (Proprietary) Ltd.	Outotec Holding GmbH
MP Metals Processing Engineering Oy	Outotec India Private Ltd.
OOO Larox	Outotec International Holdings Ltd.
OOO Outotec Norilsk	Outotec Mongolia LLC
Outotec (Australasia) Pty. Ltd.	Outotec Namibia (Pty) Ltd
Outotec (Canada) Ltd.	Outotec Pty. Ltd.
Outotec (Ceramics) Oy	Outotec Saudi Arabia LLC
Outotec (Chile) S.A.	Outotec Servicios Industriales Ltda.
Outotec (Filters) GmbH	Outotec Suzhou Co. Ltd.
Outotec (Filters) Oy	Outotec Tecnologia Brasil Ltda.
Outotec (Finland) Oy	Outotec Turula Oy
Outotec (Ghana) Limited	Petrobau Ingenieur Bulgaria EOOD
Outotec (Kazakhstan) LLP	PT Outotec Technology Solutions
Outotec (Mexico), S.A. de C.V.	Scanalyse Holdings Pty Ltd.
Outotec (Netherlands) B.V.	Scanalyse Chile S.A.
Outotec (Norway) AS	Scanalyse Do Brazil Processamento De Dados Ltda.
Outotec (Peru) S.A.C.	Scanalyse Inc.
Outotec (Polska) Sp. z o.o.	Scanalyse Pty Ltd.
Outotec (RSA) (Pty) Ltd.	Scheibler Filters Ltd.
Outotec (Shanghai) Co. Ltd.	ZAO Outotec St. Petersburg
Outotec (Sweden) AB	
Outotec (UK) Ltd.	

Associated companies and share ownership as at 30 June 2013:

Enefit Outotec Technology Oü Estonia (40.0%)
GreenExergy AB Sweden (45.0%)
Middle East Metals Processing Company Ltd. (49.0%)

Strategic direction

Outotec's mission is to strive for sustainable use of Earth's natural resources. The Company intends to focus more on providing sustainable life cycle solutions, which guarantee the best return on a customer's investment. In addition to further strengthening its technology portfolio for the entire value chain from ore to metals, Outotec targets expansion to adjacent industries such as energy industry and industrial water treatment. Furthermore, the Company will further strengthen its presence in emerging markets, and improve its productivity and scalability.

Recent events

In order to accelerate Outotec's transformation into a full life cycle solutions provider and enhance value creation for customers and shareholders, Outotec has recently changed its corporate operating model and organization structure. As of 1 July 2013 Outotec's business structure consists of two business areas and three geographical regions. The business areas are Metals, Energy & Water and Minerals Processing. Specific focus on the development of services will continue, and both business areas will include a strong services function. The regions are Americas, EMEA (including Europe, Middle East, Africa and CIS countries) and APAC (including Asia Pacific, China and India). These changes aim to promote continuous profitable growth in line with the Company's long term financial targets.

Outotec's General Meeting decided on 26 March 2013 on a free share issue (split), pursuant to which the Company issued 137,341,119 new shares, *i.e.* three new shares for each previously existing share. The new

shares were issued to the Company's shareholders in accordance with the shareholders' pre-emptive rights and they were registered at the Finnish Trade Register on 2 April 2013 and became publicly traded as of 3 April 2013.

Outotec's operating segments

Overview

Outotec's business operations are divided into operating segments. The operating segments are based on Outotec group's internal organization and financial reporting structure. As mentioned above, Outotec has recently changed its operating model and organizational structure and as from 1 July 2013, Outotec's business structure consists of two business areas, which form also Outotec's reportable operating segments, and three geographical regions. The business areas are Metals, Energy & Water and Minerals Processing. The regions are Americas, EMEA (including Europe, Middle East, Africa and CIS countries) and APAC (including Asia Pacific, China and India).

Through the organizational changes, Outotec has not entered into new business areas but continues its operations under a new business structure in order to accelerate Outotec's transformation into a full life cycle solutions provider and to enhance value creation for customers and shareholders. The two new business areas will form the Company's reportable operating segments according to IFRS 8. Outotec will report the January-September Interim Report 2013, which will be published on 30 October 2013, based on the new organizational structure. In addition, Outotec will publish restated historical financial information in early October based on the new reporting segments. Currently there is no financial information available reflecting the new organizational structure. The new business areas are shortly described below.

Minerals Processing

The Minerals Processing business area provides the mining industry with sustainable mineral processing solutions, from pre-feasibility studies to complete plants and life cycle services. The business area designs and delivers state-of-the-art mineral processing equipment, optimized processes, including intelligent automation and control systems, as well as complete plants and ramp-up, operation and maintenance services.

Metals, Energy & Water

The Metals, Energy & Water business area provides sustainable solutions for metal processing, energy production and industrial water treatment. Outotec has an extensive range of metal processing solutions for processing virtually all types of ores and concentrates to refined metals as well as expertise in sulfuric acid processing for metallurgical plants and elemental sulfur. In energy production Outotec offers technologies and services for renewable and conventional energy production including combustion and gasification technologies which utilize various fuels such as biomass, coal, sludge, agricultural and industrial by-products as well as sorted waste. In addition, Outotec offers solutions for oil winning from oil shale and sustainable phosphorus recycling from sewage sludge ashes. In water treatment Outotec offers efficient and sustainable solutions for the treatment of industrial process and waste waters.

Outotec's operating segments prior to 1 July 2013

Outotec's reportable operating segments prior to 1 July 2013 have been Non-ferrous Solutions, Ferrous Solutions and Energy, Light Metals and Environmental Solutions. The new Metals, Energy & Water segment includes the former operating segments Ferrous Solutions and Energy, Light Metals and Environmental Solutions entirely and part of the Non-Ferrous Solutions. The remaining part of the Non-Ferrous Solutions is included in the new Minerals Processing segment. The former segments have been shortly described below.

Non-ferrous Solutions

Non-ferrous Solutions consisted of businesses related to the processing of copper, nickel, zinc, lead, gold, silver and platinum group metals as a full process chain from ore to metal as well as industrial minerals. The offering of the business area comprised technologies based on proprietary product development, engineering, production equipment, system integrations, project deliveries, as well as training, maintenance, and spare parts services.

Deliveries varied from small equipment deliveries to large solutions and services. Its advanced technologies were used to process copper, nickel, zinc, lead, gold, silver, platinum metals, and industrial minerals.

Ferrous Solutions

Ferrous Solutions consisted of businesses related to the processing of iron ores and other ferriferous materials to produce concentrates, pellets, sinter, direct reduced and hot briquette iron, ferroalloys and titanium feedstock (ilmenite). The offering of the business area included feasibility studies, engineering, process equipment, automation, project implementation, and services covering the life cycle of a plant.

Energy, Light Metals and Environmental Solutions

Energy, Light Metals and Environmental Solutions consisted of businesses related to energy (including oil shale, oil sands and biomass materials) alumina, aluminum and light metals processing. Business areas' solutions included sulfuric acid plants, applications for gas cleaning and heat recovery, as well as industrial water treatment.

The following table sets forth the breakdown of Outotec's sales and operating profit by segment based on the prior segment division for the periods indicated.

	For the six months ended June 30,		For the year that ended December 31,	
	2013	2012	2012	2011
	(unaudited)		(unaudited)	(audited)
	(EUR million)			
Sales				
Non-ferrous Solutions	576.7	596.5	1305.5	947.6
Ferrous Solutions	254.9	151.8	371.2	221.1
Energy, Light Metals and Environmental Solutions	190.5	192.7	427.0	236.1
Unallocated items and intra-group sales	-7.9	-6.3	-16.3	-19.2
Total	1,014.3	934.8	2 087.4	1 385.6
Operating profit				
Non-ferrous Solutions	40.7	60.4	157.5	107.7
Ferrous Solutions	28.1	7.6	30.0	6.7
Energy, Light Metals and Environmental Solutions	14.6	11.2	20.3	23.8
Unallocated and intra-group items	-12.0	-10.8	-23.5	-26.3
Total	71.5	68.4	184.3	111.9

Investments

Outotec's capital expenditure was EUR 27.7 million for the six months ended 30 June 2013 (2012: EUR 34.0 million). For the first half of 2013, Outotec's capital expenditure included mainly acquisitions, as well as investments in R&D-related equipment. Outotec's capital expenditure for the whole year 2012 was EUR 76.2 million (2011: EUR 98.3 million) including acquisitions of EUR 43.2 million (2011: EUR 58.4 million) as well as investments in IT systems, R&D-related equipment, and intellectual property rights.

Legal proceedings

Outotec has not, during the previous twelve months preceding the date of this Prospectus, had any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which Outotec is aware), which may have, or have had in the recent past significant effects on the financial position or profitability of Outotec or Outotec and its subsidiaries taken as a whole. Outotec and some of its group companies are involved in various disputes incidental to their business, but Outotec's management is not aware of any facts or circumstances which could reasonably be expected to lead to any material claims being made

against Outotec or any of its subsidiaries in the foreseeable future that could, individually or in the aggregate, have significant effects on the financial position or profitability of Outotec or Outotec and its subsidiaries taken as a whole.

Material agreements outside the ordinary course of business

There are no contracts outside the ordinary course of business that have been entered into by any member of the Outotec group which could result in any group member being under an obligation or entitlement that is material to the Issuer's ability to meet its obligations to Noteholders in respect of the Notes.

SELECTED CONSOLIDATED FINANCIAL INFORMATION

The following is a summary of the Company's consolidated financial information as at and for the financial years ended 31 December 2012 and 31 December 2011 and the Company's consolidated financial information as at and for the six month periods ended 30 June 2013 and 30 June 2012. The information in this summary has been derived from the Company's consolidated financial statements for the financial years ended 31 December 2012 and 2011 and from the condensed interim financial statements for the six month period ended 30 June 2013 including the unaudited restated consolidated financial information for the year ended 31 December 2012 that are included in this Prospectus. This information should be read in conjunction with, and is qualified in its entirety by reference to, such financial statements and related notes. Outotec's consolidated financial statements and the condensed interim financial statements have been prepared in accordance with the applicable International Financial Reporting Standards (IFRS) as adopted by the European Union as well as SIC and IFRIC interpretations in force at 30 June 2013. The information presented in the below table for the financial year ended 31 December 2011 has been audited but the restated information presented for the financial year ended 31 December 2012, which takes into account the revised standard "IAS 19 – Employee Benefits" adopted by the Company as of 1 January 2013, and the information presented for the six month periods ended 30 June 2013 and 30 June 2012 is unaudited.

STATEMENT OF COMPREHENSIVE INCOME, EUR million	2012 ⁽¹⁾	2011	2013	2012 ⁽¹⁾
	(unaudited)	(audited)	(unaudited)	(unaudited)
	1 Jan – 31 Dec		1 Jan – 30 June	
Sales	2,087.4	1,385.6	1,014.3	934.8
Cost of sales	-1,653.9	-1,053.1	-811.6	-739.9
Gross profit	433.6	332.5	202.7	194.9
Other income	9.3	3.9	4.3	0.2
Selling and marketing expenses	-103.1	-86.4	-51.6	-49.8
Administrative expenses	-110.0	-97.7	-59.4	-53.2
Research and development expenses	-41.6	-33.5	-23.9	-18.8
Other expenses	-3.6	-6.7	-0.5	-4.9
Share of results of associated companies	-0.3	-0.0	-0.1	-0.1
Operating profit	184.3	111.9	71.5	68.4
Finance income and expenses				
Interest income and expenses	5.1	6.0	1.4	3.1
Market price gains and losses	-2.6	-0.3	-2.6	-0.4
Other finance income and expenses	-7.0	-4.4	-2.5	-3.2
Net finance income	-4.6	1.4	-3.8	-0.5
Profit before income taxes	179.7	113.3	67.7	67.9
Income tax expenses	-51.9	-34.0	-19.6	-20.5
Profit for the period	127.8	79.3	48.2	47.3
Other comprehensive income				
Exchange differences on translating foreign operations	-0.6	-3.9	-11.7	4.7
Cash flow hedges	9.4	-4.3	-3.6	-0.7
Actuarial losses on defined benefit pension plans	-8.1	N/A	-0.1	-4.1
Available for sale financial assets	-0.1	-0.2	-0.1	-0.1
Income tax relating to components of other comprehensive income	1.9	1.3	-0.2	1.4
Other comprehensive income for the period	2.5	-7.2	-15.7	1.3

Total comprehensive income for the period	130.2	72.1	32.4	48.6
Profit for the period attributable to equity holders of the parent company	127.8	79.3	48.2	47.3
Total comprehensive income for the period attributable to equity holders of the parent company	130.2	72.1	32.4	48.6

STATEMENT OF FINANCIAL POSITION, EUR million	2012 ⁽¹⁾	2011	2013	2012 ⁽¹⁾
	(unaudited)	(audited)	(unaudited)	(unaudited)
	31 December		30 June	
ASSETS				
Non-current assets				
Intangible assets	335.0	286.8	333.8	305.1
Property, plant and equipment	75.3	62.5	76.6	67.5
Deferred tax assets	57.1	47.3	56.4	53.1
Non-current financial assets				
Interest-bearing	3.8	2.4	4.0	2.4
Non interest-bearing	2.4	2.5	2.1	1.9
Total non-current assets	473.6	401.5	473.0	430.0
Current assets				
Inventories	180.8	148.6	169.9	197.8
Current financial assets				
Interest-bearing	0.2	0.7	0.2	1.6
Non interest-bearing	619.7	468.1	584.5	510.1
Cash and cash equivalents	358.6	402.5	293.7	393.7
Total current assets	1,159.3	1,019.9	1,048.3	1,103.2
TOTAL ASSETS	1,632.9	1,421.4	1,521.3	1,533.1
EQUITY AND LIABILITIES				
Equity attributable to the equity holders of the parent company	471.5	398.4	452.9	407.8
Non-controlling interest	1.2	1.1	-	1.2
Total equity	472.7	399.5	452.9	409.0
Non-current liabilities				
Interest-bearing	74.3	47.6	67.7	41.9
Non interest-bearing	118.3	107.0	122.0	107.1
Total non-current liabilities	192.6	154.6	189.7	149.0

Current liabilities				
Interest-bearing	23.6	18.9	37.8	21.2
Non interest-bearing				
Advances received	358.8	399.0	331.1	465.2
Other non-interest-bearing liabilities	585.1	449.4	509.8	488.8
Total current liabilities	967.6	867.3	878.7	975.1
Total liabilities	1,160.2	1,021.9	1,068.4	1,124.1
TOTAL EQUITY AND LIABILITIES	1,632.9	1,421.4	1,521.3	1,533.1

STATEMENT OF CASH FLOWS, EUR million	2012 ⁽¹⁾	2011	2013	2012 ⁽¹⁾
	(unaudited)	(audited)	(unaudited)	(unaudited)
	1 Jan – 31 Dec		1 Jan – 30 June	
Cash flows from operating activities				
Profit for the period	127.8	79.3	48.2	47.3
Adjustment for				
Depreciation and amortization	31.4	19.4	17.6	14.8
Other adjustments	64.4	28.6	13.0	18.9
Change in working capital	-93.0	134.4	-32.2	1.3
Interest received	7.4	8.0	2.7	4.0
Interest paid	-2.4	-2.0	-1.0	-1.1
Income tax paid	-58.4	-20.8	-26.7	-18.3
Net cash from operating activities	77.1	247.0	21.6	66.9
Cash flows from investing activities				
Purchases of assets	-47.5	-34.4	-17.9	-21.1
Acquisition of subsidiaries and business operations, net of cash	-34.6	-34.5	-12.2	-11.6
Acquisition of shares in associated companies	-	-0.1	-	-
Proceeds from disposal of subsidiaries	-	0.0	-	-
Proceeds from sale of assets	0.9	1.4	0.2	0.1
Cash flows from other investing activities	-2.5	-0.1	-0.4	-0.1
Net cash used in investing activities	-83.8	-67.7	-30.3	-32.6
Cash flow before financing activities	-6.6	179.3	-8.7	34.3
Cash flows from financing activities				
Repayments of non-current debt	-8.7	-11.5	-6.7	-4.5
Borrowings of non-current debt	40.0	-	-	-
Decrease in current debt	-9.2	-4.9	-0.6	-1.4
Increase in current debt	3.0	0.0	15.9	0.6
Purchase of treasury shares	-19.3	-	-	-
Related party net investment to Outotec Oyj shares ⁽²⁾	-0.2	-0.2	-	-0.2
Dividends paid	-38.9	-34.3	-54.9	-38.9
Cash flows from other financing activities	-0.0	0.4	-0.6	-0.5
Net cash used in financing activities	-33.2	-50.6	-46.9	-44.9
Net change in cash and cash equivalents	-39.9	128.8	-55.7	-10.6

Cash and cash equivalents at the beginning of the period	402.5	280.3	358.6	402.5
Foreign exchange rate effect on cash and cash equivalents	-4.0	-6.6	-9.3	1.8
Net change in cash and cash equivalents	-39.9	128.8	-55.7	-10.6
Cash and cash equivalents at the end of the period	358.6	402.5	293.7	393.7

KEY FINANCIAL FIGURES	2012 ⁽¹⁾	2011	2013	2012 ⁽¹⁾
	(unaudited)	(audited)	(unaudited)	(unaudited)
	1 Jan – 31 Dec		1 Jan – 30 June	
Scope of activity				
Sales (EUR million)	2,087.4	1,385.6	1,014.3	934.8
Capital expenditures (EUR million)	76.2	98.3	27.7	34.0
in relation to sales, %	3.7	7.1	2.7	3.6
Research and development expenses (EUR million)	41.6	33.5	23.9	18.8
in relation to sales, %	2.0	2.4	2.4	2.0
Order backlog at the end of the period (EUR million)	1,947.1	1,985.1	1,761.3	2,218.4
Order intake (EUR million)	2,084.4	2,005.4	856.7	1,160.8
Profitability				
Operating profit (EUR million)	184.3	111.9	71.5	68.4
in relation to sales, %	8.8	8.1	7.1	7.3
Profit before taxes (EUR million)	179.7	113.3	67.7	67.9
in relation to sales, %	8.6	8.2	6.7	7.3
Gross margin, %	20.8	24.0	20.0	20.9
Return on equity, %	29.4	20.9	20.8	23.5
Return on investment, %	37.0	26.4	30.2	30.0
Earnings per share, EUR	0.70	0.44 ⁽³⁾	0.27	0.26
Financing and financial position				
Equity-to-assets ratio at the end of the period, %	37.1	39.1	38.1	38.3
Gearing at the end of the period, %	-56.0	-84.9	-42.5	-81.8
Net interest-bearing debt at the end of the period (EUR million)	-264.7	-339.1	-192.4	-334.7
Net cash generated from operating activities (EUR million)	77.1	247.0	21.6	66.9

⁽¹⁾ As of 1 January 2013, Outotec has adopted the revised standard “IAS 19 – Employee Benefits”. Outotec’s financial reporting as at and for the six months ended 30 June 2013 is in line with these changes. Financial information as at and for the year ended 31 December 2012 has been restated accordingly. The restated consolidated financial information as at and for the year ended 31 December 2012 has not been audited. The audited consolidated financial statements of Outotec as at and for the year ended 31 December 2012, in which the revised standard “IAS 19 – Employee Benefits” has not been adopted have been incorporated into this Prospectus by reference (see “Information Incorporated by Reference”). The most significant changes relate to the accounting for defined benefit obligations and plan assets. The amendments require the recognition of changes in benefit obligations and in fair value of plan assets when they occur, and hence eliminate the corridor approach permitted under the previous version of IAS 19 and accelerate the recognition of past service costs. The amendments require all actuarial gains and losses to be recognized immediately through other comprehensive income in order for the net pension asset or liability recognized in the consolidated statement of financial position to reflect the full value of the plan deficit or surplus. Amounts recorded in profit or loss are limited to current

and past service costs, gains or losses on settlements, and net interest income (expense).

The below table summarizes the effects in the June 2012 and December 2012 financial statements.

31 December 2012

Statement of Comprehensive Income

EUR million	Reported	Adjustment	Restated
Remeasurement of defined pension plan booked to other comprehensive income	-	-8.1	-8.1
Income tax effect	-	2.4	2.4

Statement of Financial Position

EUR million	Reported	Adjustment	Restated
Deferred tax assets	53.2	3.9	57.1
Remeasurement of defined pension plan booked to equity	-	-9.5	-9.5
Defined benefit pension liabilities	27.2	13.5	40.7

30 June 2012

Statement of Comprehensive Income

EUR million	Reported	Adjustment	Restated
Remeasurement of defined pension plan booked to other comprehensive income	-	-4.1	-4.1
Income tax effect	-	1.2	1.2

Statement of Financial Position

EUR million	Reported	Adjustment	Restated
Deferred tax assets	50.3	2.8	53.1
Remeasurement of defined pension plan booked to equity	-	-6.7	-6.7
Defined benefit pension liabilities	26.8	9.4	36.2

- ⁽²⁾ Consolidation of Outotec Management Oy (incentive plan for Outotec Executive Board members). On 8 May 2013 Outotec announced the dissolution of Outotec Management Oy through a share exchange. Outotec's Board of Directors used the Annual General Meeting's authorization and allocated 442,115 Outotec Oyj shares to the shareholders of Outotec Management Oy against the shares of Outotec Management Oy. After the share exchange, Outotec possesses the shares owned by Outotec Management Oy, which has been consolidated into the Group's balance sheet. On 30 June 2013, Outotec Management Oy held 813,736 or 0.44% of Outotec shares, which have been accounted for as treasury shares on Outotec's balance sheet.

- ⁽³⁾ Restated to take into account the effect of the share split decision of 26 March 2013.

Definitions of key financial indicators

Research and development expenses = Research and development expenses in the income statement (including expenses covered by grants received)

Return on equity (ROE) = $\frac{\text{Profit for the period}}{\text{Total equity (average for the period)}}$ x 100

Return on investment (ROI) = $\frac{\text{Operating profit} + \text{finance income}}{\text{Total assets} - \text{non interest-bearing debt (average for the period)}}$ x 100

Net interest-bearing debt = Interest-bearing debt – interest-bearing assets

Equity to assets ratio = $\frac{\text{Total equity}}{\text{Total assets} - \text{advances received}}$ x 100

Gearing = $\frac{\text{Net interest-bearing debt}}{\text{Total equity}}$ x 100

FINANCIAL INFORMATION AND PROSPECTS

Historical financial information

The audited consolidated financial statements of Outotec as of and for the years ended 31 December 2012 and 2011 have been prepared in accordance with International Financial Reporting Standards as adopted by the EU. The audited consolidated financial statements and the audited parent company financial statements of Outotec Oyj as at and for the years ended 31 December 2012 and 2011 have been incorporated into this Prospectus by reference. See “Information Incorporated by Reference”. Except for the two financial statements mentioned above, the information included in this Prospectus has not been audited.

The unaudited condensed interim financial statements as at and for the six months ended 30 June 2013 as well as comparative information for the six months ended 30 June 2012 including the unaudited restated consolidated financial information for the year ended 31 December 2012 have been prepared in accordance with “IAS 34 — Interim Financial Reporting” and have been incorporated into this Prospectus by reference. See “Information Incorporated by Reference”.

No significant changes in financial or trading position

There has been no significant change in the financial or trading position of the Company since 30 June 2013.

Trend information and prospects

Since 31 December 2012, the last day of the financial period in respect of which the most recently audited financial statements of the Company have been prepared, there has been no material adverse change in the prospects of the Company or of the Company and its subsidiaries taken as a whole.

Outotec has published the following estimate of future development in the condensed interim financial statements for the six months ended 30 June 2013:

“Lower growth projections in China and increasing uncertainty in the global economy can lead to continued weakness in metal prices. In the short-term, these matters may cause delays in order placement and suspensions in ongoing projects. Project cost overruns in large greenfield projects are causing the mining and metal companies to seek ways to reduce their investment risks as well as capital and operational spending, optimize cash flows, and focus on increasing the capacity of their existing operations. As a result, the industry’s capital expenditure is shifting from large greenfield projects to brownfield modernization and capacity enhancements. However, large project prospects continue to exist in certain markets. Demand for services is expected to remain solid, correlating to the high capacity utilization rates and need to improve operational efficiency. We see good opportunities to continue to grow our services business by further penetrating to the installed base and by leveraging our new services solutions. Project financing continues to be available for solid projects and interest rate levels are expected to stay low. However, there are differences in the market sentiment and financing conditions between regions, companies, and metals.

The market in the Middle East remains positive as the companies have access to competitive energy, and countries in the region are seeking to diversify their economies outside oil and gas industry. Therefore, large greenfield projects in energy-intensive production such as aluminum are being developed. In addition, the fertilizer industry is growing as the Middle East is utilizing local raw materials, including phosphate rock. The market in Africa, particularly in Sub-Saharan areas, remains attractive, especially for energy-efficient, non-ferrous processing solutions. The European market has a vast installed base of all types of mining and metallurgical processing plants, which offer a solid base for services as well as for upgrades improving plant’s efficiency and environmental friendliness. In the CIS, the market is expected to continue solid for Outotec’s copper, gold, and nickel processing solutions.

The outlook for the Americas region is weak due to the increased hesitance in decision-making. Certain regions in South America are imposing stricter environmental regulations and socioeconomic requirements, thus slowing down project development.

In the APAC region, investments for example in ferrous metals capacity are under development but there is hesitation due to slower growth in China and market slowdown in Australia. Especially in the UK, South America, Southeast Asia and Australia, there is a need for waste-to-energy solutions, where several raw materials can be used to create energy for solving a local waste problem.

The mid-to-long term market outlook for minerals and metals - as well as alternative energy and industrial water treatment - is positive, due to the favorable global megatrends. In minerals and metals processing, new investments are needed, as current production capacity and ongoing investments in new capacity are not sufficient to fulfill long-term demand. In addition, declining ore grades and more complex ores require investments in capacity and advanced technology to enable sufficient recovery of metals. Tightening environmental regulations, increasing energy efficiency requirements, and the scarcity of fresh water also increase the need for sustainable technology. All in all, industrial companies are increasingly focusing on the social and environmental impacts of their operations and thus increasing the demand for sustainable processing technologies. These trends create favorable opportunities for Outotec's life cycle solutions, which provide the best return on the customer's investment with predictable cost, time to market, and process performance reducing the overall risks of the investment.

Financial guidance for 2013 reiterated

Based on the strong order backlog, current market outlook and customer tendering activity, the management expects that in 2013:

- Sales will be approximately EUR 2.1-2.3 billion, and
- Operating profit margin from business operations (excluding one-time items and purchase price allocations (PPA) amortizations) will be approximately 9.5-10.5%.”

BOARD OF DIRECTORS, MANAGEMENT AND AUDITORS

General

The ultimate responsibility for the management and operations of Outotec lies with the governing bodies of the parent company, Outotec Oyj, registered and existing under the laws of Finland. These bodies are the General Meeting of shareholders, the Board of Directors and the President and Chief Executive Officer (CEO). Further, the Executive Board, operating under the authority of the CEO, has been formed for the efficient management of the Company. Shareholders participate in the control and management of Outotec Oyj through resolutions passed at General Meetings of shareholders. General Meetings of shareholders are generally convened upon notice given by the Board of Directors. In addition, General Meetings of shareholders are held when requested in writing by an auditor of Outotec or by shareholders representing at least one-tenth of all the outstanding shares of Outotec Oyj.

Board of Directors

The Board of Directors supervises Outotec's operations and management, deciding on significant matters concerning the Company strategy, investments, organisation and finance. At the date of this Prospectus, the Board of Directors of Outotec Oyj consists of the following persons:

Name:

Background:

Matti Alahuhta

Born 1952, D. Tech., D. Tech. h.c.
Finnish

Chairman 2013–

Member 2013–

KONE Corporation, President and CEO 2006–
KONE Corporation, President 2005–
Nokia Corporation, Member of the Group Executive Board 1993-2004
Nokia Corporation, Executive Vice President 2004
Nokia Mobile Phones, President 1998-2003
Nokia Telecommunications, President 1993-1998
Various positions within Nokia 1975-1982, 1984-1993
Rank Xerox, Sales Director 1982-1984

Memberships in other boards of directors and positions of trust:

KONE Corporation, Member of the Board of Directors 2003–
UPM-Kymmene Corporation, Member of the Board of Directors 2008–
Aalto University Foundation, Chairman of the Board of Directors 2008–
Confederation of Finnish Industries, Member of the Board of Directors 2002, Deputy Chairman of the Board of Directors 2003-2004 and 2013–
International Institute for Management Development (IMD), Member of the Foundation Board 1995-2003, Vice Chairman 2003, Chairman 2004–2008, Member 2008–

Timo Ritakallio

Born 1962, LL.M., MBA
Finnish

Member 2011–

Vice-chairman 2013–

Ilmarinen Mutual Pension Insurance Company, Deputy Chief Executive Officer 2008–

Pohjola Bank Plc, Deputy Chief Executive Officer 2006-2008

OKO Bank Plc,

- Deputy CEO and member of the Executive Board 2001-2005

- Executive Vice President and Member of the Executive Board 1997-2001

Opstock Securities Ltd, Managing Director 1993-1997

Memberships in other boards of directors:

Paulo Foundation, Chairman of the Board of Directors 2013–

The Foundation for the Finnish Cancer Institute, Member of the Board of Directors 2012–

Technopolis Plc, Member of the Board of Directors 2008–

Eija Ailasmaa

Born 1950, M.Soc.Sc, Graduate of the Sanoma School of Journalism
Finnish

Sanoma Media B.V.,

- President and Chief Executive Officer 2003-2011

- President (acting) 2002-2003

- Executive Vice President 2001-2002

Member 2010-

Sanoma Magazines Finland/Helsinki Media
-President 2000-2001
-Executive Vice President, General Manager 1998-2000
Sanomaprint/Helsinki Media, Vice President Publishing 1989-1998
Kodin Kuvalehti, Editor-in-Chief 1985-1989
Iltasanomat, Various editorial positions 1975-1985

Memberships in other boards of directors:
Solidium Oy, Vice Chairman of the Board of Directors 2008 –
Huhtamäki Oyj, Member of the Board of Directors 2004 –

Tapani Järvinen

Born 1946, M.Sc. (Eng.), Lic.Sc.
(Tech)
Finnish

Member 2010–

VTT Technical Research Centre of Finland, Senior Advisor 2010 –
Outotec Oyj, President and Chief Executive Officer 2006 –2009
Outokumpu Group
– President and Chief Executive Officer – Outokumpu Technology
Oy 2003 – 2006
-Member of the Group Executive Committee 2000 – 2005
-General Manager and CEO, Compañía Minera Zaldívar, S.A, Chile
1994 – 2000
- President, Outokumpu Copper S.A., Spain 1991 – 1994
-Vice President and General Manager, Outokumpu Copper Pori
1989 – 1991
Kone Corporation – Marketing Manager 1983 – 1985
-Technical Director, Kone Grúas, Mexico 1980 – 1983
-Project Manager 1971 – 1980

Memberships in other boards of directors:
Talvivaara Mining Plc
– Chairman of the Board of Directors (from 15.11.2012) 2012 –
– Member of the Board of Directors 2010 – 2012
Finpro, Member of the Board of Directors 2012 –
Mustavaara Mine Ltd, Member of the Board of Directors 2011 –
Konecranes Plc, Member of the Board of Directors 2009 –
Okmetic Oyj, Member of the Board of Directors 2008 –
Normet Corporation, Member of the Board of Directors 2007 –
Dragon Mining NL, Member of the Board of Directors 2003 –
Finnish-Latin American Trade Association, Chairman of the Board of
Directors 2003 –

Hannu Linnoinen

Born 1957, B. Sc. (Econ), LL.M.
Finnish

Member 2006–

SRV Group Plc
– Senior Executive Vice President, CFO 2006 -
– Acting Chief Executive Officer 2009 - 2010
Pohjola Group Plc,
-Senior Executive Vice President, deputy to CEO 2003 - 2005
– Executive Vice President 2001 - 2003
Conventum Limited, President and CEO 1999 - 2001
Merita Bank Plc, General manager, Merita London Branch 1995 - 1999

Memberships in other boards of directors:
Greenstream Network Plc, Member of the Board of Directors 2008 -
Garantia Insurance Company Ltd, Member of the Board of Directors
2007 -

Anja Korhonen

Born 1953, M. Sc. (Econ)
Finnish

Member 2013-

Nokia Corporation 1996 – 2011
– Senior Vice President, Corporate Controller
– Vice President, Business Controller, Mobile Phones
– Senior Vice President, Business Controller, Nokia Mobile Phones
Hewlett-Packard 1983 – 1996
– Nordic Controller and Finance & Admin Manager/Finland
– European Planning and Reporting Manager

- Various other manager positions within finance and accounting as well as development programs

Chaim (Poju) Zabłudowicz
Born 1953, B.A. (Economics and International Relations)
Finnish
Member 2012-

Tamara Group, Chairman and CEO 1990-
Memberships in other boards of directors and positions of trust:
Mustavaara Mine Ltd, Member of the Board of Directors 2011.-
Finnish British Chamber of Commerce, Patron 2011 -
Kiasma, Member of the Board of Directors 2009 -
Synova Capital LLP, Chairman of the Advisory Board 2007 -
Tate Modern International, Council Member 1999 -
The Zabłudowicz Collection, Co-Founder and Trustee 1994 -

Board Committees and Nomination Board

Outotec has an Audit and Risk Committee and a Human Capital Committee. Additionally, the Annual General Meeting of 2013 decided to establish a permanent Shareholders' Nomination Board.

The Audit and Risk Committee is tasked with reviewing the auditing work, the internal controls, the scope of internal and external audits, invoicing by the auditors, the company's financial policies and other procedures for managing company-specific risks. In addition, the committee prepares recommendations to the General Meeting of shareholders concerning the election and fees of the auditors for the Company. The Audit and Risk Committee consists of four Board members, who are independent of the Company and appointed by the Board. The Board's assembly meeting on 26 March 2013 elected Ms. Anja Korhonen, Mr. Hannu Linnoinen (Chairman), Mr. Timo Ritakallio and Mr. Chaim (Poju) Zabłudowicz as members of the Audit and Risk Committee.

The Human Capital Committee is charged with duties relating to human capital policies and procedures, employee benefit plans and compensation as well as remuneration of the CEO and other executives. The Committee also prepares matters pertaining to the appointment of the CEO and his/her possible deputy and other executives as well as the identification of their successors. The Board's assembly meeting on 26 March 2013 elected Mr. Matti Alahuhta (Chairman), Ms. Eija Ailasmaa and Mr. Tapani Järvinen as members of the Human Capital Committee.

The Annual General Meeting 2013 decided to establish a permanent Shareholders' Nomination Board composed of shareholders or their representatives and the Chairman of the Board of Directors for the purpose of preparing the election of the members of the Board of Directors and proposals for their remuneration to be submitted to the General Meeting. The Nomination Board consists of four members, including three representatives of the Company's largest shareholders and the Chairman of the Board of Directors. The right to appoint members in the Nomination Board is based on the Company's shareholders' register on 1 October annually, and the Nomination Board for the year 2013 has not yet been appointed at the date of this Prospectus.

CEO and Executive Board

Outotec's Board of Directors appoints the Chief Executive Officer (CEO). The CEO is responsible for managing and controlling the Company's business and day-to-day operations with the aim of securing significant, sustained increase in the value of the Company for its shareholders. At the date of this Prospectus, the CEO of the Company is Mr. Pertti Korhonen.

The CEO is assisted by the Executive Board which manages the Company's business as a whole. Executive Board members have authority within their individual areas of responsibility and have the duty to develop the Company's operations in line with the targets set by the Board of Directors and the CEO. Executive Board meetings are convened by the CEO on a regular basis. At the date of this Prospectus, the Executive Board consists of the following persons:

Name:

Pertti Korhonen
Born 1961, M. Sc. (Electronics Engineering)

Background:

Chief Operating Officer, Outotec Oyj Oct-Dec 2009
CEO, Elektrob Corporation Plc 2006 -2009

Finnish
President and Chief Executive Officer 2010-Executive Board member since 2009

Member, Nokia Group Executive Board 2002 -2006
Chief Technology Officer, Nokia, Executive Vice President, Nokia Technology Platforms 2004 -2006
Executive Vice President, Nokia Mobile Software 2001 -2003
Various management positions in Nokia Mobile Phones in the areas of Operations, Logistics, Sourcing and R&D 1990 -2001
Vice President, Product Development, Micronas Oy 1990
Design Manager, Nokia-Mobira 1988 -1990
Design Engineer, Mobira 1987 -1988

Jari Rosendal
Born 1965, M. Sc. (Engineering)
Finnish
Executive Vice President, President of Americas Region 2013-Executive Board member since 2006

Outotec Oyj, President, Non-ferrous Solutions business area, 2010 - 2013
Outokumpu Technology Group / Outotec Oyj, President - Minerals Processing Division 2003 - 2010
Vice President, Minerals Processing Division, Outokumpu Technology Group 2002 - 2003
Outokumpu Mintec Oy
- Product Director, Ceramec Filters Product Line, 2001 - 2002
- Technical Director, Filtration Product Line 1997 - 2001
Outokumpu Mintec U.S.A. Inc., Technical Manager, North America, 1994 - 1997
Outokumpu Mintec Oy
- Chief of the Technical Office, 1994
- Chief Engineer, Manufacturing 1991 - 1994
Outomec Oy, Project Manager 1989 - 1991

Peter Weber
Born 1963, Ph.D. (Tech)
German
Executive Vice President, President of EMEA Region 2013-Executive Board member since 2006

Outotec Oyj, President, Energy, Light Metals and Environmental Solutions business area 2010-2013
Outotec GmbH, President, Metals Processing and Chairman of Management Board, 2006 - 2010
Outokumpu Technology Oy, President, Metals Processing, 2002 - 2005
Outokumpu Technology Oy, President of Ferrous Business 2000 - 2002
Lurgi Metallurgie GmbH, Head of the Direct Reduction Department, 1997 - 2000
Lurgi Metallurgie GmbH, Process Engineer and Product Manager, Germany 1992 - 1998
Mintek, South Africa, Contract Researcher in Pyrometallurgy 1989 - 1992

Kimmo Kontola
Born 1962, MBA, B.Sc. (Chemical Eng.)
Finnish
Executive Vice President, President of APAC Region 2013-Executive Board member since 2013

Outotec Oyj
-Vice President – Process Equipment, Non-Ferrous Solutions 2010-2013
-President - Market Area Europe & CIS, Minerals Processing 2008-2010
Outokumpu Technology Group, Vice President – Product Management, Minerals Processing 2004-2007
Outokumpu Mintec Oy, Vice President – Automation, 2000-2003
Metorex International Oy, Vice President 1995-2000
Metorex GmbH, Country Manager, Germany 1992-1995
Outokumpu Instruments Oy, Export Manager 1988-1992
Ekström Oy Sales Manager 1987-1988

Robin Lindahl
Born 1964, M.Sc. (Econ.)
Finnish
**Executive Vice President,
President of Metals, Energy and
Water business area 2013-
Executive Board member since
2011**

Outotec Oyj, Executive Vice President - Market Operations 2011 - 2013
Nokia Corporation
- Senior Vice President, Global Operator Sales 2010 - 2011
- Vice President, Head of Finance and Control Markets, 2006 - 2009
Nokia Networks Oy
-Vice President, Head of Marketing and Sales, Radio Networks
2005 - 2006
-Vice President, Head of Deutsche Telecom major account 2003 -
2005
-Vice President, Business Operations, Networks 2003
-Director, Business Operations & Control 2001 - 2003
-Director, Business Operations and Pricing 1999 - 2001
-Head of Treasury & Risk Management 1997 - 1999
Nokia Finance International BV, Manager Treasury 1993 - 1997
Skopbank International BV, Finance Manager, 1990 - 1993
Skopbank Helsinki, Manager Domestic Equities & Derivatives Customer
Desk 1987 - 1990

Kalle Härkki
Born 1969, Ph.D. (Tech.)
Finnish
**Executive Vice President,
President of Minerals Processing
Business area 2013 -
Executive Board member since
2010**

Outotec Oyj, President, Services Business Area, 2008 - 2013
Outotec Research Oy, President, 2005 - 2008
Outokumpu Copper Products, Europe Division
- Manager, Application Engineering 2003 - 2005
- Technology Manager 2002 - 2003
Outokumpu Poricopper Oy, Technology Manager, 2001 - 2002
Outokumpu Copper Products R&D
-Development Manager 1999 - 2001
-Research Engineer 1998 - 1999

Michael Frei
Born 1968, Ph.D. (Tech.)
Swiss
**Senior Vice President, Supply &
CPO 2010-
Executive Board member since
2010**

ALSTOM (Switzerland) Ltd
-Vice President Commodity Management, Thermal Product
Division, 2009 - 2010
-Vice President Sourcing, Turbomachines Group 2006 - 2009
-General Manager, Gas Turbine Hot Gas Parts Business 2004 - 2006
ALSTOM Inc., Vice President Steam Turbine Business USA 2002 -
2004
ABB ALSTOM Power Ltd, Director Quality and Processes, Global
Steam Turbine Business, 2000 - 2002

Kari Knuutila
Born 1958, D. Sc. (Tech.)
Finnish
**Chief Technology Officer 2006 -
Executive Board member since
2011**

Outokumpu Technology Oy, Executive Vice President – Research and
Technology Development, 2005 - 2006
Outokumpu Research Oy, President 2000 - 2005
OMG Harjavalta Nickel Oy, Senior Production Manager 2000
Outokumpu Harjavalta Metals Oy, Production and Development
Manager – Nickel, 1996 - 2000
Outokumpu Research Oy, Development Manager – Hydrometallurgy of
Copper, 1994 - 1996
Minera Outokumpu Chile S.A. (Chile), Metallurgist of Santa Catalina
project, 1993 - 1994
Compañía Minera Lince Ltda. (Chile), Metallurgist of the L-SX-EW
plant at Lince mine 1992 - 1993
Outokumpu Research Oy, Research Metallurgist 1986 - 1991
Helsinki University of Technology Research Scientist, 1983 - 1985
Outokumpu Oy 1982, Research Engineer

Tapio Niskanen

Born 1959, M. Sc. (Engineering)
Finnish

**Senior Vice President, Business Infrastructure 2010-
Executive Board member since 2010**

VTI Technologies Oy, Senior Vice President, Business Infrastructure & Quality 2008 - 2009

Various management positions in Nokia Corporation 1996 - 2008

- Vice President, Delivery & Manufacturing Solutions
- Vice President, Business Infrastructure
- Vice President, Engineering & Platforms
- Vice President, Business Infrastructure Solutions
- Director, Nokia Applications
- Manager, Processes & Systems

Various management and engineering positions in Valmet Paper Machinery 1986 - 1996

- Vice President, Operations Development
- Director, R&D, Engineering and ICT
- Manager, Engineering Process Development in Corporate CAD project
- Manager, Engineering
- Product-, CAD-, SW Engineer

Olli Nastamo

Born 1956, M. Sc. (Engineering)
Finnish

**Senior Vice President,
Operational Excellence, August 2013-
Executive Board member since 2013**

Comptel Corporation, Vice President, Comptel Inventory and business operations, 2011–2013

Elektrobit Corporation, Senior Vice President, Business Services, 2009–2011

Elektrobit Corporation, Senior Vice President, Operations Platform, 2007–2009

Nokia Siemens Networks (NSN) Head of R&D Services, 2007

Nokia Corporation

- Heading of R&D Contracting & Collaboration substream in NSN Integration, Networks, 2006
- Vice President, WCDMA RAN Business, Radio Networks, 2003–2005
- Vice President, Product Creation Competencies & Processes, Nokia Networks, 2003
- Vice President, Sites & HR, Nokia Networks 2001–2002
- Radio Access Networks, several leadership positions 1996–2001

PI Group, several leadership positions 1982–1996

Minna Aila

Born 1966, LL.M.
Finnish

**Senior Vice President,
Communications and Corporate Responsibility 2012-
Executive Board member since 2012**

Federation of Finnish Financial Services, Head of Communications, 2010 - 2012

Various Director positions at Elcoteq SE 2007 - 2009, including Communications, Corporate Responsibility, Investor Relations and Corporate Relations

Elcoteq SE, Project Director, company form conversion and transfer of domicile, 2004 - 2007

European Commission

- Head of Section 1996 - 2003
- Economic and Commercial Officer 1993 - 1996

Mikko Puolakka

Born 1969, M. Sc. (Econ.)
Finnish

**Chief Financial Officer 2010-
Executive Board member since 2010**

Elcoteq SE

- CFO 2007 - 2010
- Director Finance Europe, 2004 - 2007

Elcoteq AG, Manager Finance, 2001 - 2003

Huhtamäki Oyj, Operations Controller, 1999 - 2001

Leaf Poland Sp. Z.o.o., Manager Finance, 1997 - 1999

Various treasury positions in Huhtamäki in Switzerland and Finland 1995 – 1997

Kirsi Nuotto

Born 1959, M.A. (French,
Communications)
Finnish

Senior Vice President, Human Capital 2013-**Executive Board member since 2013**

Cargotec Corporation

- Executive Vice President, Human Resources, 2012
 - Executive Vice President, Human Resources and Communications, 2009 – 2011
 - Senior Vice President, Human Resources, 2006 – 2009
- GlaxoSmithKline, Human Resources and Communications Director – Finland, 2001 – 2006
- Datex Ohmeda – Instrumentarium Corporation
- Director, Global Education, 1998 – 2001
 - Various training positions, 1988 – 1998

Nina Kiviranta

Born 1964, LL.M.
Finnish

General Counsel 2013 –**Executive Board member since 2013**

Nokia Siemens Networks, Head of Corporate Legal and Chief Compliance Officer 2006-2013

M-real Corporation / Metsä-Serla Oyj, 1996-2006

- General Counsel
- Vice President, Legal
- Legal Counsel

Attorneys at Law Ahola, Pentzin, Rantasila & Sokka Oy, Associate 1994-1996

Attorneys at Law Smith, Gambrell & Russell Ltd, Finnish Attorney, 1992-1994

Pia Käll

Born 1980, M. Sc. (Engineering
Physics and Mathematics)
Finnish

Senior Vice President, Strategy and M&A 2013 –**Executive Board member since 2013**

McKinsey&Company ,

- Associate Principal, 2011 - 2013
- Management consultant, McKinsey&Company 2006 - 2011

Helsinki University of Technology, Research assistant, Laboratory for Advanced Energy Systems 2002 - 2005

Corporate governance

The governance principles applicable to the Company are a combination of the laws of Finland, the Articles of Association approved by the General Meeting of shareholders and Corporate Governance Policy approved by the Board of Directors. Outotec follows the most recent Finnish Corporate Governance Code for listed companies issued by the Finnish Securities Market Association in June 2010. The Corporate Governance Code is based on listed companies' self-regulation and it complements the statutory procedures. The Code is available on the Securities Market Association homepage at www.cgfinland.fi.

Business address

The business address of the members of the Board of Directors, the CEO and the Executive Board is Puolikkotie 10, 02230 Espoo, Finland.

Absence of conflicts of interest

The members of the Board of Directors, the CEO or the Executive Board do not have any conflicts of interest between their duties relating to the Company and their private interests and/or their other duties.

Auditors

In the Annual General Meeting on 26 March 2013, Public Accountants PricewaterhouseCoopers Oy was elected as the Company's auditor until the end of the Annual General Meeting 2014.

The consolidated financial statements of the Company for the financial year ended 31 December 2012 incorporated in this Prospectus by reference have been audited by PricewaterhouseCoopers Oy under the

supervision of principal auditor Markku Katajisto, Authorised Public Accountant. The registered address of PricewaterhouseCoopers Oy is Itämerentori 2, FI-00180 Helsinki.

The consolidated financial statements of the Company for the financial year ended 31 December 2011 incorporated in this Prospectus by reference have been audited by KPMG Oy Ab under the supervision of principal auditor Mauri Palvi, Authorised Public Accountant. The registered address of KPMG Oy Ab is Mannerheimintie 20 B, FI-00100 Helsinki, Finland.

SHARE CAPITAL AND OWNERSHIP STRUCTURE

The Company has issued a total of 183,121,492 ordinary shares and has a registered share capital of EUR 17,186,442.52, which is fully paid. The Company has one share class and each share carries one vote at the General Meetings of shareholders.

As at 31 August 2013 Outotec held directly a total of 1,321,629 Outotec shares (including third party agreement), which represents 0.72% of Outotec's shares and votes. Outotec possesses the shares owned by Outotec Management Oy, which has been consolidated into the group's balance sheet. As at 31 August 2013, Outotec Management Oy held 813,736 or 0.44% of Outotec shares, which have been accounted for as treasury shares on Outotec's balance sheet.

The ten largest shareholders of Outotec are listed below with their respective ownership participation percentage as at 31 August 2013 as they appear in the shareholder register maintained by Euroclear Finland Ltd.

Shareholders of Outotec Oy

Solidium Oy	10.03 %
Tamarec Nordic Investments Bv	5.47 %
Ilmarinen Mutual Pension Insurance Company	5.32 %
Varma Mutual Pension Insurance Company	2.95 %
The State Pension Fund	2.07 %
The OP-Focus Fund	1.49 %
The Local Government Pensions Institution	1.32 %
Nordea Fennia Fund	0.93 %
Mutual Life Insurance Company Suomi	0.90 %
Erikoissijoitusrahasto Handelsbanken Europa Selektiv	<u>0.84 %</u>
Ten largest shareholders in aggregate	31.32 %
Nominee registered shares	34.41 %
Other registered shareholders	<u>34.27 %</u>
Total	100.0 %

To the extent known to the Company, the Company is not directly or indirectly owned or controlled by any person for the purposes of Chapter 2, Section 4 of the Finnish Securities Market Act, and the Company is not aware of any arrangement the operation of which may result in a change of control of the Company.

FINNISH TAXATION

The following is a general description addressing only the Finnish withholding tax treatment of income arising from the Notes. This description is (i) based on the laws, regulations and published case law in full force and effect in Finland and the interpretation thereof as at the date of this Prospectus, which may be subject to change in the future, potentially with retroactive effect, and (ii) prepared on the assumption that the Issuer is resident in Finland for tax purposes. Investors should be aware that the comments below are of a general nature and do not constitute legal or tax advice and should not be understood as such. The following description is based on an interpretation of general provisions of tax law. Prospective investors are therefore advised to consult their own qualified advisors so as to determine, in the light of their individual situation, the tax consequences of the acquisition, holding, redemption, sale or other disposition of the Notes.

Non-Resident Holders of Notes

Payments made by or on behalf of the Issuer to persons not resident in Finland for tax purposes and who do not engage in trade or business through a Finnish branch, permanent establishment or other fixed place of business in Finland may be made without withholding or deduction for, or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed or levied by or on behalf of the Republic of Finland or by any municipality or other political subdivision or taxing authority thereof or therein.

Resident Holders of Notes

Corporates

Payments made by or on behalf of the Issuer to corporates resident in Finland for tax purposes may be made without withholding or deduction for, or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed or levied by or on behalf of the Republic of Finland or by any municipality or other political subdivision or taxing authority thereof or therein.

Individuals and Estates

Interest and any similar payments (e.g. interest compensation FI: “jälkimarkkinahyvitys” and index compensation FI: “indeksihyvitys”) made to individuals or estates residing in Finland are generally subject to advance withholding of income tax at the rate of 30 %. Payments classified as capital gain for Finnish income tax purposes are not subject to advance withholding of income tax. The withholding liability should primarily lie with a possible paying agent or other intermediary (such as a financial institution) effecting the payment to the holder of Notes, if the paying agent or intermediary is resident in Finland for tax purposes or the payment is made through a Finnish permanent establishment of a non-resident paying agent or intermediary.

Transfer Taxation

Transfer of the Notes is not subject to Finnish transfer tax.

INFORMATION INCORPORATED BY REFERENCE

The following documents have been incorporated by reference to this Prospectus. The documents are available on the Company's website at <http://www.outotec.com/en/Investors/Reports-and-presentations/>.

Documents

Information Incorporated by Reference

January – June 2013 Interim Report	Unaudited condensed and consolidated interim financial statements as at and for the six months ended 30 June 2013, including comparative information for the six months ended 30 June 2012 and the unaudited restated consolidated financial information for the year ended 31 December 2012
Financial Statements 2012, pages 4 – 73	Audited consolidated and parent company financial statements for the year 2012
Financial Statements 2012, page 78	Auditor's Report for the year 2012
Financial Statements 2011, pages 4 - 70	Audited consolidated and parent company financial statements for the year 2011
Financial Statements 2011, page 75	Auditor's Report for the year 2011

DOCUMENTS ON DISPLAY AND AVAILABLE INFORMATION

In addition to the documents incorporated by reference, Outotec's (i) Finnish language Articles of Association and extract from the Finnish Trade Register, and (ii) Finnish and English language copies of all annual reports, interim financial statements and, in respect of the Notes, press releases and stock exchange releases published by Outotec may be inspected at the head office of the Company, Outotec Oyj, Puolikkotie 10, 02230 Espoo, Finland, on weekdays from 9:00 am to 4:00 pm Finnish time. In order to ensure best possible service, persons wishing to examine the documents referred to in this section are kindly requested to notify the Company of their visit in advance by telephone (+358 20 529 211).

LEGAL MATTERS

Certain legal matters in connection with the Offering have been passed upon for Outotec by Roschier, Attorneys Ltd.

THE COMPANY

Outotec Oyj
Puolikkotie 10
FI-02230 Espoo
Finland

ARRANGERS

Nordea Bank Finland Plc
Aleksis Kiven katu 9
FI-00020 Helsinki
Finland

Skandinaviska Enskilda Banken AB (publ) Helsinki Branch
Unioninkatu 30
FI-00100 Helsinki
Suomi

LEGAL ADVISER TO THE COMPANY

Roschier, Attorneys Ltd.
Keskuskatu 7A
FI-00100 Helsinki
Finland