

15 March 2011

**ANNUAL GENERAL MEETING OF UPONOR CORPORATION****Time** 15 March 2011 at 17.00**Place** Helsinki Fair Centre  
Messuaukio 1, Helsinki, Finland**Present** Shareholders were present at the meeting, in person or represented by proxy, in accordance with the list of votes adopted at the meeting.

In addition, members of the Board of Directors, the CEO, members of the Executive Committee and the corporation's auditor were present.

**1 §  
Opening of the meeting**

Mr Jari Paasikivi, Chairman of the Board of Directors, opened the meeting and welcomed those present.

**2 §  
Calling the meeting to order**

Mr Tomas Lindholm (Attorney-at-law, Master of Laws trained on the bench) was elected as Chairman of the Annual General Meeting, and called upon Ms Reetta Härkki (Master of Laws trained on the bench) to act as Secretary.

The Chairman explained the procedures for handling agenda items.

It was noted that the meeting was held in Finnish, being simultaneously interpreted into English. In addition, the meeting was recorded on audio tape.

It was noted that the proposals of the Board of Directors relating to the general meeting were published in a stock exchange release of 10 February 2011 and, in their entirety, on the corporation's website on 10 February 2011.

The Chairman noted that some holders of nominee-registered shares had delivered voting instructions to the corporation prior to the general meeting. The Chairman gave an account of the voting instructions provided in advance by holders of nominee-registered shares. A summary of these voting instructions was included as an appendix to the minutes.

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In response to an enquiry by the Chairman, Ms Kati Lappalainen duly confirmed that she represented several nominee-registered shareholders, having provided the Chairman with information on the number of shares owned by these shareholders and their voting instructions. Ms Lappalainen also confirmed that her clients did not require a vote on agenda items with respect to which they had instructed her to oppose, or abstain from voting on, the Board's proposal. In such cases, her clients had indicated that due recording of their opposition in the minutes would be sufficient.

Ms Johanna Nyberg and Mr Riku Ahvenainen confirmed to having received similar voting instructions and procedures for their own clients.

The Chairman noted that the general meeting would follow the proposed procedure and that opposing or blank votes would be recorded in the minutes under the agenda items concerned. He further noted that, wherever the summary list indicated opposing votes but no counter-proposal to agenda items, in cases where opposition required such a counter-proposal, no formal consideration would be taken of said votes as votes opposing the proposal, and they would not be recorded under the agenda items concerned.

It was noted that summary lists of voting instructions provided by shareholders represented by Ms Kati Lappalainen, Ms Johanna Nyberg and Mr Riku Ahvenainen would be included as appendices to the minutes (Appendix 1, Appendix 2 and Appendix 3).

### **3 §**

#### **Election of persons to scrutinise the minutes and supervise the counting of votes**

Mr Ilari Jämsen and Ms Kati Lappalainen were elected to scrutinise the minutes.

Mr Heikki Ala-Seppälä and Mr Sauli Hämäläinen were elected to supervise the counting of votes.

### **4 §**

#### **Recording the legality of the meeting**

It was noted that the notice of the general meeting had been published on 22 February 2011 in Helsingin Sanomat and in Kauppalehti. Said notice had also been published on the corporation's website on 22 February 2011.

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It was noted that the general meeting had been convened in accordance with the Articles of Association and the Companies Act.

The meeting notice was included as an appendix to the minutes (Appendix 4).

**5 §****Recording attendance at the meeting and adoption of the list of votes**

At the opening of the meeting, a list of attendance and a list of votes were presented. According to these, 304 shareholders were present at the AGM either in person, by legal representative or by proxy. It was noted that 40,245,140 shares and votes were represented at the opening of the meeting.

Attendance at the opening of the meeting and the list of votes were included as an appendix to the minutes (Appendix 5). It was noted that the list of votes would be confirmed as corresponding to attendance upon any vote being taken.

**6 §****2010 business review by the President and CEO**

Mr Jyri Luomakoski, President and CEO, gave a review of the corporation's operations in 2010.

**7 §****Presentation of the financial statements, consolidated financial statements and the report of the Board of Directors for the year 2010**

Ms Riitta Palomäki, the corporation's CFO, presented the financial statements for the financial year 2010, consisting of the income statement, balance sheet and cash flow statement with appendices, as well as the consolidated financial statements and the report of the Board of Directors. It was noted that the parent company financial statement had been prepared according to Finnish accounting standards and the consolidated financial statements according to international financial reporting standards (IFRS).

It was noted that the financial statement documents had been available on the corporation's website since 22 February 2011, in addition to which they were available at the general meeting.

The financial statement documents were included as an appendix to the minutes (Appendix 6).

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**8 §****Presentation of the auditors' report and consolidated auditors' report for 2010**

The corporation's principal auditor, Mr Mikael Paul, Authorised Public Accountant, presented the auditors' report and consolidated auditors' report for the financial year 2010. The auditors' report and consolidated auditors' report were included as an appendix to the minutes (Appendix 7).

**9 §****Adoption of the financial statements and the consolidated financial statements**

The general meeting decided to adopt the financial statements and the consolidated financial statements for the financial year 2010.

**10 §****Resolution on the use of the profit shown on the balance sheet and the payment of dividend**

It was noted that for the financial year 2010, according to the balance sheet of the parent company, distributable funds of the parent company were EUR 114,670,364.44, of which profit for the financial year 2010 was EUR 15,002,775.93.

It was noted that the Board of Directors had proposed to the general meeting that a dividend of EUR 0.55 per share be paid from the distributable funds of the parent company i.e. a total of EUR 40,175,819.20. According to the proposal, the dividend will be distributed to shareholders registered as such in the shareholder register maintained by Euroclear Finland Ltd on the record date 18 March 2011 and the dividend will be paid on 25 March 2011.

The proposal of the Board of Directors was included as an appendix to the minutes (Appendix 8).

In accordance with the proposal of the Board of Directors, the general meeting decided to distribute a dividend of EUR 0.55 per share from the distributable funds of the parent company, to shareholders registered as such in the shareholder register maintained by Euroclear Finland Ltd on the record date of 18 March 2011. The dividend will be paid out on 25 March 2011.

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

It was proposed that the following persons be discharged from liability for the financial year 2010:

Mr Jari Paasikivi, Chairman of the Board of Directors  
Mr Aimo Rajahalme, Deputy Chairman of the Board of Directors  
Mr Jorma Eloranta, member of the Board  
Ms Anne-Christine Silfverstolpe Nordin, member of the Board  
Mr Rainer S. Simon, member of the Board  
Mr Jyri Luomakoski, President and CEO

The general meeting decided to discharge the abovementioned members of the Board and the President and CEO from liability.

**12 §****Resolution on the remuneration of members of the Board of Directors**

Mr Pekka Paasikivi, the Chairman of the Nomination Committee of the corporation's Board of Directors, presented the general meeting with the nomination committee's proposal for the remuneration of members of the Board.

It was noted that the Board's Nomination Committee had proposed to the general meeting that the yearly remuneration of members of the Board of Directors to be elected for the term beginning at the end of the current annual general meeting, and ending upon the conclusion of the 2012 annual general meeting, would be as follows:

- EUR 71,000 to the Chairman of the Board
- EUR 49,000 for the Deputy Chairman of the Board
- EUR 44,000 for each other member of the Board.

According to the proposal by the Nomination Committee, approximately 40% of this remuneration shall be paid by acquiring Uponor Corporation's shares in public trading, with the remainder paid in cash.

It was noted that the Nomination Committee had further proposed that travel expenses related to meetings of the Board and its committees be paid according to the corporation's travel policy.

In addition, the Nomination Committee had proposed that a remuneration per Board and committee meeting (excluding decisions made without a meeting) shall be paid to members of

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the Board of Directors, amounting to €600 for meetings held in the home country of the member, €1,200 for meetings held elsewhere in Europe, and €2,400 for meetings held outside Europe. It was proposed that remuneration paid for telephone meetings be the same as that paid for meetings held in the home country of the member in question.

The proposal by the Nomination Committee of the Board of Directors was included as an appendix to the minutes (Appendix 9).

The general meeting decided to adopt the proposal by the Nomination Committee of the Board of Directors.

### **13 §**

#### **Resolution on the number of members of the Board of Directors**

Mr Pekka Paasikivi, Chairman of the Nomination Committee of the Board of Directors, presented the general meeting with the Nomination Committee's proposal on the number of Board members.

It was noted that, pursuant to the Articles of Association, the Board comprises a minimum of five and a maximum of seven ordinary members. The Board currently has five members.

It was noted that the Nomination Committee of the Board of Directors had proposed to the general meeting that there be six Board members.

The proposal by the Nomination Committee of the Board of Directors was included as an appendix to the minutes (Appendix 10).

The general meeting decided that the number of members of the Board be confirmed as six (6).

### **14 §**

#### **Election of the members of the Board of Directors**

Mr Pekka Paasikivi, Chairman of the Nomination Committee of the corporation's Board of Directors, presented the general meeting with the Nomination Committee's proposal on the election of the members of the Board of Directors.

It was noted that the Board's Nomination Committee had proposed to the general meeting that the following persons be re-elected as members of the Board, for the term beginning at the end of the current annual general meeting and ending upon the conclusion of the 2012 annual general meeting:

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Mr Jari Paasikivi  
Mr Aimo Rajahalme  
Mr Jorma Eloranta  
Ms Anne-Christine Silfverstolpe Nordin  
Mr Rainer S. Simon

and that the following person be elected a new member of the Board for the same term:

Ms Eva Nygren

The proposal of the Nomination Committee of the Board of Directors was included as an appendix to the minutes (Appendix 11).

It was recorded that, under this item, 129,152 opposing votes were cast by nominee-registered shareholders.

The general meeting decided to elect the persons proposed by the Nomination Committee of the Board of Directors to membership of the Board:

Mr Jari Paasikivi  
Mr Aimo Rajahalme  
Mr Jorma Eloranta  
Ms Anne-Christine Silfverstolpe Nordin  
Ms Eva Nygren  
Mr Rainer S. Simon

## **15§**

### **Resolution on the remuneration of the auditor**

It was noted that the Board had proposed to the general meeting that the remuneration of the auditor to be elected be paid as per the invoice presented.

This proposal by the Board of Directors was included as an appendix to the minutes (Appendix 12).

Under this item, 18,174 opposing votes were recorded as having been cast by nominee-registered shareholders.

In accordance with the Board's proposal, the general meeting decided that the auditor be paid as per the invoice presented.

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**16 §****Election of the auditor**

It was noted that, pursuant to the Articles of Association, the corporation shall have one ordinary auditor that shall be a company of authorised public accountants accredited by the Central Chamber of Commerce. In the last financial year, Deloitte & Touche Oy, a company of authorised public accountants accredited by the Central Chamber of Commerce of Finland, served as the corporation's auditor, with Mr Mikael Paul, Authorised Public Accountant, as the principal auditor.

It was noted that the Board had proposed to the general meeting that Deloitte & Touche Oy, a company of authorised public accountants, be re-elected as the auditor for the term ending upon the conclusion of the annual general meeting of 2012.

The proposal of the Board of Directors was included as an appendix to the minutes (Appendix 13).

It was recorded that Deloitte & Touche Oy has announced that, should they be re-elected as the corporation's auditor, Mr Mikael Paul, Authorised Public Accountant, would continue as the principal auditor.

It was recorded that, under this item, 18,174 opposing votes were cast by nominee-registered shareholders.

In accordance with the Board's proposal, the general meeting decided that Deloitte & Touche Oy be re-elected as the auditor for the term ending upon the conclusion of the annual general meeting of 2012. It was recorded that Deloitte & Touche Oy had announced that Mr Mikael Paul, Authorised Public Accountant, would continue as principal auditor.

**17 §****Resolution on the establishment of the Nomination Board**

It was noted that the Board had proposed to the general meeting that a Nomination Board be established for the corporation, comprising shareholders or their representatives, for the preparation of proposals for the election and remuneration of members of the Board of Directors. The duties of the Nomination Board would include preparation of the proposal to the general meeting for the appointment of members of the Board of Directors, preparation of the proposal to the general meeting on matters pertaining to the remuneration of members of the Board of Directors, the identification of prospective successors to

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members of the Board of Directors, and presentation to the general meeting of proposals on members of the Board of Directors and their remuneration. On the basis of the shareholder register on 31 August 2011, the three largest shareholders or representatives of shareholders shall be elected to the Nomination Board. In addition, the chairman of the Board of Directors shall act as an expert member. The Nomination Board shall constitute a quorum when the majority of its members are present. The Nomination Board is convened by the chairman of the Board of Directors and elects a chairman from among its own members. At the latest, the Nomination Board shall provide the related proposal to the Board of Directors of the corporation on 1 February preceding the general meeting.

The proposal of the Board of Directors was included as an appendix to the minutes (Appendix 14).

The general meeting decided that a Nomination Board be established for the corporation in accordance with the proposal by the Board of Directors.

**18 §****Authorising the Board of Directors to resolve on the repurchase of the corporation's own shares**

It was noted that the Board of Directors had proposed to the general meeting that the Board of Directors be authorised to resolve to buy back, on one or more occasions, the corporation's own shares using distributable earnings from unrestricted equity, as follows:

The amount of corporation's own shares to be bought back can total a maximum of 3,500,000 shares, equivalent to approximately 4.8 per cent of the total number of the corporation's shares.

The Board of Directors shall resolve how the shares shall be repurchased. Own shares may be bought back otherwise than in proportion to the existing shareholdings of the corporation's shareholders (directed repurchase).

Own shares may be repurchased at the market price quoted in public trading at the time of the buyback.

This authorisation will revoke the authorisation granted by the general meeting on 17 March 2010, to resolve on the repurchase of the corporation's own shares.

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This authorisation is valid until the end of the next annual general meeting, but will expire no later than 18 months from the date of this general meeting.

The proposal of the Board of Directors was included as an appendix to the minutes (Appendix 15).

It was recorded that under this item, 283,860 opposing votes were cast by nominee-registered shareholders.

The general meeting decided to authorise the Board of Directors to resolve on the repurchase of the corporation's own shares in accordance with the Board's proposal.

**19 §****Authorising the Board of Directors to resolve on the issuance of shares**

It was noted that the Board of Directors had proposed to the general meeting that the Board of Directors be authorised to resolve on issuing new shares on one or more occasions as follows:

By virtue of the authorisation, a maximum of 7,200,000 new shares can be issued, amounting to approximately 9.8 per cent of the total number of shares of the corporation.

The Board of Directors decides on all conditions governing the issuance of shares. Issuance of shares may be carried out in deviation from the shareholders' pre-emptive rights (directed issue).

The authorisation includes the possibility to issue own shares to the corporation free of charge.

This authorisation is valid until the end of the next annual general meeting.

The proposal of the Board of Directors was included as an appendix to the minutes (Appendix 16).

It was recorded that, under this item, 6,479,368 opposing votes were cast by nominee-registered shareholders.

Shareholders Mr Martti Waltasaari (voting ticket 177) and Mr Pekka Jaakkola (voting ticket 324) announced that they opposed the proposal by the Board of Directors authorising the Board of Directors to resolve on the issuance of shares. Mr Waltasaari and Mr Jaakkola did not demand a vote on this item.

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In accordance with the chairman's inquiry, shareholders Oras Invest Oy (voting ticket 295), represented by Mr Eerik Paasikivi, Varma Mutual Pension Insurance Company (voting ticket 298), represented by Mr Risto Murto, Ilmarinen Mutual Pension Insurance Company (voting ticket 225), represented by Mr Ilari Jämsen, Tapiola Mutual Pension Insurance Company (voting ticket 245), represented by Ms Hanna Hiidenpalo, and Ms Sigrid Juselius Stiftelse (voting ticket 51), represented by Mr Christian Elfving, representing a total of 26,974,694 shares and votes, announced that they were in favour of the Board of Directors' proposal to authorise the Board of Directors to resolve on the issuance of shares. In addition, nominee-registered shareholders, representing a total of 2,207,679 shares and votes, had declared that they were in favour of the proposal.

The chairman noted that over 2/3 of the shares and votes represented at the general meeting were therefore in favour of the Board of Directors' proposal to authorise the Board of Directors to resolve on the issuance of shares.

The general meeting decided to authorise the Board of Directors to resolve on the issuance of shares in accordance with the proposal of the Board of Directors.

## **20 § Availability of the minutes of the meeting**

It was recorded that the minutes of the meeting would be available on the corporation's website as of 29 March 2011 at the latest.

## **21 § Closing of the meeting**

It was recorded that all decisions of the annual general meeting were made unanimously, unless otherwise indicated in the minutes.

The chairman noted that the items on the agenda had been duly considered.

The chairman announced the meeting closed at 18.17.

In fidem:

TOMAS LINDHOLM  
Tomas Lindholm  
Chairman

REETTA HÄRKKI  
Reetta Härkki  
Secretary

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Minutes reviewed and confirmed by:

Helsinki, 15 March 2011

Helsinki, 15 March 2011

ILARI JÄMSEN  
Ilari Jämsen

KATI LAPPALAINEN  
Kati Lappalainen

APPENDICES 16 pcs

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**APPENDICES**

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- Appendix 2 A summary list of voting instructions of shareholders represented by Ms Johanna Nyberg
- Appendix 3 A summary list of voting instructions of shareholders represented by Mr Riku Ahvenainen
- Appendix 4 Notice to the annual general meeting
- Appendix 5 Attendance and the list of votes
- Appendix 6 Financial statements, consolidated financial statements and the report of the Board of Directors for the year 2010
- Appendix 7 Auditors' report and consolidated auditors' report
- Appendix 8 Proposal of the Board of Directors on the payment of dividend
- Appendix 9 Proposal by the Nomination Committee of the Board of Directors on the remuneration of the members of the Board of Directors
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- Appendix 15 Proposal of the Board of Directors on the authorisation to repurchase the corporation's own shares
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