

ANNUAL GENERAL MEETING

Time 20 March 2017 at 3:00 p.m.

Location Helsinki Fair Centre, Messuaukio 1, Helsinki

Present Attendance and the list of votes showing the shareholders that are present or represented in the meeting, their agents and aides and the number of shares and votes of each shareholder have been included as Appendix 1 to the minutes.

In addition, members of the Board of Directors, the Managing Director, some of the members of the Executive Committee, the company's auditor and technical meeting assistants were present.

1. Opening of the meeting

Mr Jorma Eloranta, Chair of the Board of Directors, opened the meeting and welcomed those present.

2. Calling the meeting to order

Mr Mikko Heinonen (Attorney-at-law) 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 by Uponor Corporation for the use of the company.

It was noted that the documents concerning the financial statements for the financial year 2016 had been published on the company's website on 13 February 2017 and the auditors' report on 23 February 2017.

It was noted that the proposals of the Board of Directors to the Annual General Meeting were published in a stock exchange release on 13 February 2017 and the proposals of the Nomination Board were published already on 16 January 2017 in a stock exchange release. All proposals were available on the company's website on 13 February 2017 at the latest.

The Chairman noted that some holders of nominee-registered shares had delivered voting instructions to the company prior to the Annual General Meeting. He 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.

In response to an enquiry by the Chairman, Juhani Salo, as the representative of Nordea, duly confirmed that he represented several nominee-registered shareholders, having provided the Chairman with information on the number of shares owned by these shareholders and their voting instructions. Juhani Salo also confirmed that his clients did not require a vote on agenda items with respect to which they had instructed him to oppose, or abstain from voting on, the Board's proposal. In such

cases, his clients had indicated that due recording of their opposition in the minutes would be sufficient.

Paula Hassel, as the representative of SEB, and Samuel Wendelin, as the representative of Svenska Handelsbanken confirmed the voting instructions and the methods of their clients in a similar manner.

The Chairman noted that opposing votes would be recorded in the minutes under the agenda items concerned with respect only to those issues in which the votes concurrently support a counterproposal that is subject to a vote. The representatives of the nominee-registered shareholders confirmed that they did not oppose the proposed procedure.

It was noted that summary lists of the voting instructions of the shareholders represented by Nordea, SEB and Svenska Handelsbanken were included as Appendix 2 to the minutes.

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

Kaj Paasikivi and Saku Santavirta were elected as the persons to scrutinise the minutes and supervise the counting of votes.

4. Recording the legality of the meeting

It was noted that the notice of the Annual General Meeting had been published on 23 February 2017 on the company's website. A notice indicating the time and location of the Annual General Meeting, as well as the address of the company's website, had also been published in Helsingin Sanomat and Kauppalehti on 23 February 2017.

It was noted that the Annual General Meeting had been convened in accordance with the Articles of Association and the Finnish Companies Act.

The meeting notice and the notices published in the said newspapers were included as Appendix 3 to the minutes.

5. Recording the 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, 342 shareholders were present at the Annual General Meeting either in person, by legal representative or by proxy. It was noted that 44,518,196 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 Appendix 1 to the minutes. It was noted that the list of votes would be confirmed as corresponding to attendance upon any vote being taken.

6. Review of the business in 2016 by the Managing Director

Mr Jyri Luomakoski, Managing Director, presented a review of the company's business operations in 2016.

7. Presentation of the financial statements, the consolidated financial statements and the report of the Board of Directors for the year 2016

Ms Riitta Palomäki, the company's CFO, presented the documents concerning the financial statements for the financial year 2016, consisting of the financial statements, the consolidated financial statements and the report of the Board of Directors. It was noted that the parent company's 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 statements, the consolidated financial statements and the report of the Board of Directors had been available on the company's website since 13 February 2017, in addition to which they were available at the meeting venue.

The documents concerning the financial statements were included as Appendix 4 to the minutes.

8. Presentation of the auditors' report and consolidated auditors' report for the year 2016

The company's auditor-in-charge, Jukka Vattulainen, Authorised Public Accountant, presented the auditors' report and the consolidated auditors' report for the financial year 2016.

The auditors' report and the consolidated auditors' report were included as Appendix 5 to the minutes.

9. Adoption of the financial statements and the consolidated financial statements

The Annual General Meeting decided to adopt the financial statements and the consolidated financial statements for the financial year 2016.

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 2016, according to the balance sheet of the parent company, distributable funds of the parent company were EUR 142,587,777.63, of which profit for the financial year 2016 was EUR 38,879,922.60.

It was noted that the Board of Directors had proposed to the Annual General Meeting that a dividend of EUR 0.46 per share be paid from the distributable funds of the parent company, i.e. a total of EUR 33,648,597.96. 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 of 22 March 2017 and the dividend will be paid on 29 March 2017.

In accordance with the proposal of the Board of Directors, the Annual General Meeting decided to distribute a dividend of EUR 0.46 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 22 March 2017. The dividend will be paid out on 29 March 2017.

11. Resolution on the discharge of the members of the Board of Directors and the Managing Director from liability

It was proposed that the following persons be discharged from liability for the financial year 2016:

- Mr Jorma Eloranta, Chair of the Board
- Ms Annika Paasikivi, Deputy Chair of the Board
- Mr Timo Ihamuotila, member of the Board
- Mr Markus Lengauer, member of the Board
- Ms Eva Nygren, member of the Board
- Mr Jari Rosendal, member of the Board
- Mr Jyri Luomakoski, Managing Director

The Annual General Meeting decided to grant discharge to the members of the Board and to the Managing Director from liability for the financial period 1 January – 31 December 2016.

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

Mr Jari Paasikivi, Chair of the Nomination Board set by the Annual General Meeting, presented the Annual General Meeting with the Nomination Board's proposal for the remuneration of members of the Board.

It was noted that the Nomination Board had proposed to the Annual General Meeting that no changes would be made to the remuneration of the members of the Board of Directors. The yearly remuneration to the members of the Board of Directors would be:

- EUR 88,000 for the Chair of the Board of Directors;
- EUR 49,000 for the Deputy Chair of the Board of Directors;
- EUR 49,000 for the Chair of the Board's Audit Committee; and
- EUR 44,000 for each other member of the Board.

According to the proposal by the Nomination Board, 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 Board had further proposed that travel expenses related to meetings of the Board be paid according to the company's travel policy.

In addition, the Nomination Board had proposed that a remuneration per Board and committee meeting (excluding decisions made without a meeting) be paid to members of the Board of Directors, amounting to EUR 600 for meetings held in the country of residence of the member, EUR 1,200 for meetings held elsewhere on the same continent, and EUR 2,400 for meetings held on another continent. It was proposed that remuneration paid for telephone meetings be the same as that paid for meetings held in the country of residence of the member in question.

In addition, the Nomination Board had proposed that, in compliance with established company policy, the company takes out insurance under the Employees Pensions Act for the members of the Board, who act as persons elected to a position of trust.

The Annual General Meeting decided to accept the Nomination Board's proposal for the remuneration of the members of the Board.

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

It was noted that, pursuant to the Articles of Association, the Board comprises a minimum of five (5) and a maximum of seven (7) ordinary members. The Board currently has six members.

Mr Jari Paasikivi, Chair of the Nomination Board set by the Annual General Meeting, presented the Annual General Meeting with the Nomination Board's proposal on the number of Board members.

It was noted that the Nomination Board had proposed to the Annual General Meeting that there be six Board members.

The Annual 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 and the Chair

Mr Jari Paasikivi, Chair of the Nomination Board set by the Annual General Meeting, presented the Annual General Meeting with the Nomination Board's proposal on the election of the Board members.

It was noted that the Nomination Board had proposed to the Annual General Meeting that Mr Jorma Eloranta, Mr Markus Lengauer, Ms Eva Nygren, Ms Annika Paasikivi and Mr Jari Rosendal, currently members of the Board of Directors, be re-elected as members of the Board of Directors and that Ms Pia Aaltonen-Forsell be elected as a new member of the Board of Directors for the following term of office.

The Nomination Board further proposes that the Annual General Meeting elects Mr Jorma Eloranta as the Chair of the Board.

The Annual General Meeting decided in accordance with the proposal of the Nomination Board to elect Mr Jorma Eloranta as the Chair of the Board and to elect the following persons as members of the Board of Directors: Mr Markus Lengauer, Ms Eva Nygren, Ms Annika Paasikivi and Mr Jari Rosendal and Ms Pia Aaltonen-Forsell.

15. Resolution on the remuneration of the auditor

It was noted that the Board had proposed to the Annual General Meeting that the remuneration of the auditor to be elected be paid as per the invoice approved by the company.

In accordance with the Board's proposal, the Annual General Meeting decided that the auditor be paid as per the invoice approved by the company.

16. Election of the auditor

It was noted that the Board of Directors had proposed to the Annual General Meeting that the current auditor of the company, Deloitte & Touche Oy, a company of Authorised Public Accountants, be re-elected as the auditor of the company for the following term of office.

The Board of Directors had also proposed that the Annual General Meeting request the auditor to give a statement in the auditor's report on the adoption of the financial statements, the granting of discharge from liability and the Board of Directors' proposal for distribution of funds.

As per the proposal of the Board, the Annual General Meeting decided to select Deloitte & Touche Oy, a corporation of Authorised Public Accountants as the auditor for the term that ends after the end of the Annual General Meeting for 2018, and further decided that the auditor shall be requested to give a statement in the auditor's report on the adoption of the financial statements, the granting of discharge from liability and the Board of Directors' proposal for distribution of funds.

17. Authorising the Board of Directors to resolve on the repurchase of the company's own shares

It was noted that the Board of Directors had proposed to the Annual General Meeting that the Annual General Meeting authorise the Board to resolve on the repurchase of the company's own shares, in one or several instalments, using distributable earnings from unrestricted equity in the following way:

The Board of Directors is authorised to resolve on the repurchase of no more than 3,500,000 of the company's own shares. The amount equals approximately 4.8 per cent of all of the shares of the company on the day of the Annual General Meeting.

The Board of Directors shall resolve how the company's own shares are repurchased. Shares may be repurchased otherwise than in proportion to the existing shareholdings of the company's shareholders (directed repurchase). The company's own shares may be repurchased through public trading on the trading places where the company's shares are traded.

This authorisation will revoke the prior authorisation, granted by the Annual General Meeting on 10 March 2016, to resolve on the repurchase of the company's own shares.

The authorisation is valid until the end of the next Annual General Meeting, however, no longer than 18 months from the date of the Annual General Meeting.

Under this agenda item, 48,406 opposing votes of nominee-registered shareholders were recorded in the minutes.

The Annual General Meeting decided to authorise the Board to resolve on the repurchase of the company's own shares according to the Board proposal.

18. Authorising the Board of Directors to resolve on the issuance of shares

It was noted that the Board of Directors had proposed to the Annual General Meeting that the Board be authorised to resolve on issuing new shares or on the transfer of the company's own shares on one or more occasions as follows:

The Board of Directors is authorised to resolve on issuing a maximum of 7,200,000 new shares or transferring the company's own shares, amounting in total to approximately 9.8 per cent of the total number of the shares of the company. The Board of Directors is authorised to resolve on all the conditions of the issuance of shares.

The issuance of shares may be carried out in deviation from the shareholders' preemptive rights (directed issue). The authorisation includes the possibility to issue own shares to the company for free.

The authorisation shall be valid until the end of the next Annual General Meeting.

The Annual General Meeting decided to authorise the Board to resolve on the issuance of shares according to the proposal by the Board.

19. 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 minutes of the Annual General Meeting will be available on the company's website at www.uponor.com as of 3 April 2017, at the latest.

The Chairman announced the meeting closed at 4:26 p.m.

In fidem:

Mr Mikko Heinonen
Chairman

Ms Reetta Härkki
Secretary

Approved

Kaj Paasikivi

Saku Santavirta

APPENDICES

- Appendix 1 Attendance and the list of votes
- Appendix 2 Summary lists of the voting instructions sent in advance by the holders of nominee-registered shares
- Appendix 3 Notice to the Annual General Meeting and the notices published in newspapers
- Appendix 4 Financial statements, consolidated financial statements and the report of the Board of Directors for the year 2016
- Appendix 5 Auditors' report and consolidated auditors' report