

Minutes No. 1/2020 of KONE Corporation's Annual General Meeting, which was held at the Finlandia Hall in Helsinki on February 25, 2020 starting at 11:00 a.m.

**1 §
Opening of the meeting**

Chairman of the Board of Directors Antti Herlin opened the meeting.

**2 §
Calling the meeting to order**

Attorney-at-Law Merja Kivelä was appointed Chairman of the meeting, and she summoned attorney Teresa Kauppila to act as Secretary of the meeting.

The Chairman explained the procedures for covering the topics on the meeting's agenda.

The Chairman noted that Euroclear Bank SA/NV, Danske Bank A/S, Nordea Bank Abp, Skandinaviska Enskilda Banken AB (publ) Helsinki Branch and Svenska Handelsbanken AB (publ), Branch Operation in Finland had stated that they represented certain nominee registered and other shareholders and that the banks had provided the information concerning the shareholdings and the voting instructions of the shareholders in advance. Euroclear Bank SA/NV, Danske Bank A/S, Nordea Bank Abp, Skandinaviska Enskilda Banken AB (publ) Helsinki Branch and Svenska Handelsbanken AB (publ), Branch Operation in Finland had stated that the shareholders represented by them had not demanded a vote on those agenda items under which the instruction was to oppose the proposed resolution or to abstain from taking part in the decision-making if the Chairman could clearly state based on the voting instructions provided in advance and the positions taken in the general meeting that the majority required under the agenda item in question supports the proposal made to the general meeting. In such situations, it was sufficient that such votes were duly recorded in the minutes.

The Chairman noted that the voting instructions received for each item on the agenda will not be announced separately, but summary lists of the voting instructions of shareholders represented by Euroclear Bank SA/NV, Danske Bank A/S, Nordea Bank Abp, Skandinaviska Enskilda Banken AB (publ) Helsinki Branch and Svenska Handelsbanken AB (publ), Branch Operation in Finland will be attached to the minutes (Appendices 1, 2, 3, 4 and 5).

The Chairman noted that opposing or abstaining votes will be recorded in the minutes under each relevant agenda item. To the extent the summary lists included opposing votes that have been presented without any counterproposal under such agenda items where it is not possible to vote against the proposal without presenting a counterproposal, such votes would not be formally acknowledged as opposing votes.

The procedure presented by the Chairman concerning voting instructions was approved.

3 §**Election of person to scrutinize the minutes and persons to supervise the counting of votes**

Tiina Toivonen was elected as the person to scrutinize the minutes.

Max Alfthan and Risto Roto were elected as persons to supervise the counting of the votes.

4 §**Recording the legality of the meeting**

It was noted that the Board of Directors had decided in its meeting of January 28, 2020 that the summons to the Annual General Meeting will be published on the Company's internet site. In addition, the Company had an obligation to publish the summons to the Annual General Meeting as a stock exchange release. The summons to the Annual General Meeting had been published on the Company's internet site and as a stock exchange release on January 28, 2020. Bulletins regarding the Annual General Meeting had been published in Kauppalehti and Helsingin Sanomat on January 30, 2020.

It was noted that the Annual General Meeting was legally convened in accordance with the provisions of the Articles of Association and the Limited Liability Companies Act.

The summonses to the meeting were attached to the minutes as Appendices 6 and 7.

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

The list recording the attendance at the beginning of the meeting and the list of votes were presented, according to which three holders of class A shares and 3,378 holders of class B shares were represented in the meeting either in person, by legal representative or by proxy.

It was noted that class A shares of the Company entitled their holder to one vote. The total number of class A shares and the votes carried by the shares was 76,208,712. Each full ten class B shares entitled their holder to one vote in the Annual General Meeting, however, each shareholder had a minimum of one vote. The total amount of class B shares of the Company was 453,187,148. The Company held a total of 11,336,106 class B shares.

It was recorded that a total of 76,208,712 class A shares representing a total of 76,208,712 votes and a total of 271,486,041 class B shares representing 27,147,576 votes were represented at the beginning of the meeting.

The list of attendees at the beginning of the meeting and the list of votes represented at the meeting were approved and attached to the minutes as Appendix 8. It was noted that the list of votes would be adjusted to correspond to the attendance at the beginning of a possible vote.

It was noted that the list of the Company's shareholders was also available at the Annual General Meeting.

It was noted that the following were also present at the Annual General Meeting: Chairman of the Board of Directors Antti Herlin, Vice Chairman of the Board of Directors Jussi Herlin, Board Members Matti Alahuhta, Anne Brunila, Iiris Herlin, Ravi Kant, Juhani Kaskeala and Sirpa Pietikäinen as well as Susan Duinhoven who had been proposed as a new member to the Board of Directors. It was noted that President & CEO Henrik Ehrnrooth was also present at the meeting.

It was noted that the Auditors of the Company, Jouko Malinen, Authorized Public Accountant, and Lauri Kallaskari, Authorized Public Accountant, the principal auditor on behalf of audit firm PricewaterhouseCoopers Oy, were also present at the Annual General Meeting. Additionally, audit firm Ernst & Young Oy, that had been proposed to be elected as the auditor for the term of 2021, represented by Heikki Ilkka, Authorized Public Accountant, was present at the Annual General Meeting.

In addition, meeting officials, other members of Company's management and representatives of the media were present at the Annual General Meeting.

6 §

Presentation of the annual accounts, the report of the Board of Directors and the Auditor's Report for the year 2019

It was noted that the documents relating to the Company's annual accounts of 2019 were available to the participants of the Annual General Meeting at the meeting. The Financial Statements had been published by a stock exchange release on January 28, 2020. The documents relating to the Company's annual accounts had also been on display and available on the Company's internet site as of January 28, 2020.

President & CEO Henrik Ehrnrooth gave a status review and presented the main points of the 2019 Financial Statements.

Principal auditor Lauri Kallaskari, Authorized Public Accountant, as a representative of the Company's Auditor, PricewaterhouseCoopers Oy, presented the main points of the Auditor's Report.

The President & CEO's review was attached to the minutes as Appendix 9, the Financial Statements as Appendix 10 and the Auditor's Report as Appendix 11.

The Financial Statements, Consolidated Financial Statements, the report of the Board of Directors and the Auditor's Report were noted as having been duly presented.

7 §

Adoption of the annual accounts

The Annual General Meeting approved the Consolidated Financial Statements and the Financial Statements of the parent company for the financial period of January 1 to December 31, 2019.

It was recorded that votes of nominee registered and other shareholders represented by the banks were given under this agenda item as follows: 30,400 opposing votes and 169,067 abstaining votes.

8 §**Resolution on the use of the profit shown on the balance sheet and the payment of dividends**

It was noted that the parent company's non-restricted equity on December 31, 2019 was EUR 2,508,732,086.60, of which the share of net income for the financial period was EUR 846,898,465.29.

It was noted that the Board of Directors had proposed that for the financial year 2019 a dividend of EUR 1.6975 be paid for each class A share and a dividend of EUR 1.70 be paid for each class B share. The date of record for dividend distribution is proposed to be February 27, 2020 and the dividend is proposed to be paid on March 5, 2020.

The Board of Directors' proposal was attached to the minutes as Appendix 12.

The Annual General Meeting decided to distribute dividend in accordance with the Board's proposal.

It was recorded that votes of nominee registered and other shareholders represented by the banks were given under this agenda item as follows: 16,029 opposing votes and 7,180 abstaining votes.

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

It was noted that the discharge from liability for the financial period 2019 concerned the following persons:

Antti Herlin, Chairman of the Board of Directors,
Jussi Herlin, Vice Chairman of the Board of Directors,
Matti Alahuhta, Board Member,
Anne Brunila, Board Member,
Iiris Herlin, Board Member,
Ravi Kant, Board Member
Juhani Kaskeala, Board Member,
Sirpa Pietikäinen, Board Member, and
Henrik Ehrnrooth, President & CEO.

The Annual General Meeting decided to grant discharge from liability to the Board Members and the President & CEO for the 2019 financial period.

It was recorded that votes of nominee registered and other shareholders represented by the banks were given under this agenda item as follows: 186,399 opposing votes and 257,229 abstaining votes.

10 §**Consideration of the Remuneration Policy for governing bodies**

Vice Chairman of the Board of Directors Jussi Herlin presented the main points of the Company's Remuneration Policy for governing bodies.

The Remuneration Policy for governing bodies was attached to the minutes as [Appendix 13](#).

The Annual General Meeting supported the Remuneration Policy for governing bodies.

It was recorded that votes of nominee registered and other shareholders represented by the banks were given under this agenda item as follows: 5,426,283 opposing votes and 7,180 abstaining votes.

11 §

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

Vice Chairman of the Board of Directors, Jussi Herlin, presented the proposals of the Board of Directors and its Committees before the discussion of items 11–17.

It was noted that the Nomination and Compensation Committee of the Board of Directors had proposed to the Annual General Meeting that the annual compensation for the Board Members to be elected for the term that starts at the end of this Annual General Meeting and expires at the end of the 2021 Annual General Meeting is increased as follows:

Chairman of the Board of Directors EUR 60,000 (previously 55,000),
Vice Chairman of the Board of Directors EUR 50,000 (previously 45,000), and
Board Members each EUR 45,000 (previously 40,000).

It was noted that the Nomination and Compensation Committee of the Board of Directors had further proposed that 40 percent of the annual remuneration be paid in class B shares of KONE Corporation and the rest in cash. It was noted that the Nomination and Compensation Committee had further proposed that a EUR 500 fee per meeting be paid for each member for Board and Committee meetings but anyhow EUR 3,000 fee is paid per Committee meeting for a Chairman of the Committee residing outside of Finland and EUR 2,000 fee per Committee meeting for those members residing outside of Finland. Possible travel expenses were proposed to be reimbursed according to the travel policy of the Company.

The proposal of the Nomination and Compensation Committee of the Board of Directors was attached to the minutes as [Appendix 14](#).

The Annual General Meeting decided to approve the proposal of the Nomination and Compensation Committee of the Board of Directors for the fees for the Board Members.

It was recorded that votes of nominee registered and other shareholders represented by the banks were given under this agenda item as follows: 202,328 opposing votes and 275,273 abstaining votes.

12 §

Resolution on the number of members of the Board of Directors

It was noted that, in accordance with the Articles of Association, the Board of Directors shall comprise a minimum of five and a maximum of ten regular Members and a maximum of three Deputy Members. The number of Board Members during the term that had begun as of the Annual General Meeting 2019 was eight.

It was noted that the Nomination and Compensation Committee of the Board of Directors had proposed to the Annual General Meeting that the number of Board Members is increased to be nine.

The proposal of the Nomination and Compensation Committee of the Board of Directors was attached to the minutes as Appendix 15.

The Annual General Meeting decided in accordance with the proposal of the Nomination and Compensation Committee of the Board of Directors that the number of Board Members be confirmed as nine regular Members.

It was recorded that votes of nominee registered and other shareholders represented by the banks were given under this agenda item as follows: 22,731 opposing votes and 275,273 abstaining votes.

13 § Election of members of the Board of Directors

It was noted that, pursuant to the Limited Liability Companies Act and the Articles of Association of the Company, the Members of the Board of Directors shall be elected in the Annual General Meeting. The meeting had decided to elect nine regular Members of the Board of Directors.

It was noted that the Nomination and Compensation Committee of the Board of Directors had proposed to the Annual General Meeting that the following persons are re-elected for a term that starts at the end of this Annual General Meeting and expires at the end of the 2021 Annual General Meeting:

Matti Alahuhta,
Anne Brunila,
Antti Herlin,
Iiris Herlin,
Jussi Herlin,
Ravi Kant,
Juhani Kaskeala, and
Sirpa Pietikäinen

and that Susan Duinhoven is elected as a new Member to the Board of Directors.

It was noted that all proposed Members of the Board of Directors had given their consent for their election.

The proposal of the Nomination and Compensation Committee of the Board of Directors was attached to the minutes as Appendix 16.

The Annual General Meeting decided to elect the persons proposed by the Nomination and Compensation Committee of the Board of Directors as Members of the Board of Directors for a term that starts at the end of the 2020 Annual General Meeting and expires at the end of the 2021 Annual General Meeting.

It was recorded that votes of nominee registered and other shareholders represented by the banks were given under this agenda item as follows: 10,678,897 opposing votes and 1,026,392 abstaining votes.

14 §
Amending of the Articles of Association

It was noted that the Board of Directors had proposed to the Annual General Meeting that the Articles of Association are amended by updating the article concerning the line of business of the company (2 §) and changing the articles concerning the auditing (7§ and 10§). By amending the Articles of Association in respect of auditing, the Company prepares for the changes regarding the election of the Auditor as further described under agenda item 15.

The proposal of the Board of Directors was attached to the minutes as Appendix 17.

The Annual General Meeting decided to amend the Articles of Association as proposed by the Board of Directors.

It was recorded that votes of nominee registered and other shareholders represented by the banks were given under this agenda item as follows: 7,180 abstaining votes.

15 §
Resolutions regarding auditing

It was noted that, the Board of Directors had proposed, on the recommendation of the Board's Audit Committee, the following resolutions 15 a–15 e to be made for the terms of 2020 and 2021 regarding the remuneration, number and election of auditors.

The proposals of the Board of Directors was attached to the minutes as Appendix 18.

15 a §
Resolution on the remuneration of the Auditor for terms 2020–2021

It was noted that the Board of Directors had proposed to the Annual General Meeting on the recommendation of the Board's Audit Committee that for the terms 2020 and 2021, each respectively, the auditor or auditors to be elected are reimbursed as per their invoice.

The Annual General Meeting decided in accordance with the proposal of the Board of Directors that for the terms 2020 and 2021, each respectively, the auditor or auditors to be elected are reimbursed as per their invoice.

It was recorded that votes of nominee registered and other shareholders represented by the banks were given under this agenda item as follows: 1,092,660 opposing votes and 7,180 abstaining votes.

15 b §
Resolution on the number of Auditors for term 2020

It was noted that in accordance with the Articles of Association, the Company shall have a minimum of one and a maximum of three Auditors.

It was noted that the Board of Directors had proposed on the recommendation of the Board's Audit Committee that two Auditors be elected for the term commencing from this Annual General Meeting and ending at the conclusion of the following Annual General Meeting.

The Annual General Meeting decided in accordance with the proposal of the Board of Directors that two Auditors be elected for the Company for the term that commences from this Annual General Meeting and ends at the conclusion of the following Annual General Meeting.

It was recorded that votes of nominee registered and other shareholders represented by the banks were given under this agenda item as follows: 22,731 opposing votes and 7,180 abstaining votes.

15 c §
Resolution on the number of Auditors for term 2021

It was noted that the Board of Directors had proposed on the recommendation of the Board's Audit Committee that one auditor is elected for the term commencing from 2021 Annual General Meeting and ending at the conclusion of the following Annual General Meeting.

The Annual General Meeting decided in accordance with the proposal of the Board of Directors that one auditor is elected for the term commencing from 2021 Annual General Meeting and ending at the conclusion of the following Annual General Meeting.

It was recorded that votes of nominee registered and other shareholders represented by the banks were given under this agenda item as follows: 22,731 opposing votes and 7,180 abstaining votes.

15 d §
Election of Auditors for term 2020

It was noted that, in accordance with the Articles of Association valid at the time of the Annual General Meeting, the term of the current Auditors shall expire at the end of this Annual General Meeting. In accordance with the Articles of Association, the Auditor must be an auditor or auditing firm approved by Finland Chamber of Commerce.

It was noted that, during the term that started at the end of the 2019 Annual General Meeting, Jouko Malinen, Authorized Public Accountant, and audit firm PricewaterhouseCoopers Oy, with Lauri Kallaskari, Authorized Public Accountant as the principal auditor, had been acting as the Company's Auditors.

It was noted that the Board of Directors had proposed to the Annual General Meeting on the recommendation of the Board's Audit Committee that Authorized Public Accountants PricewaterhouseCoopers Oy and Jouko Malinen are re-elected as Auditors from this Annual General Meeting.

The Annual General Meeting decided in accordance with the proposal of the Board of Directors to elect audit firm PricewaterhouseCoopers Oy and Jouko Malinen, Authorized Public Accountant, as Auditors for the term that expires at the end of the 2021 Annual General Meeting.

It was recorded that votes of nominee registered and other shareholders represented by the banks were given under this agenda item as follows: 1,657,816 opposing votes and 22,496 abstaining votes.

15 e § Election of auditor for term 2021

It was noted that the Board of Directors had proposed on the recommendation of the Board's Audit Committee that audit firm Ernst & Young Oy is elected as the auditor from the 2021 Annual General Meeting on the condition that the Annual General Meeting had decided to amend 7 § of the Articles of Association as set out above under agenda item 14 in the Board of Directors' proposal. The resolution comes into force after the Articles of Association have been registered.

It was noted that the Annual General Meeting had decided to amend 7 § of the Articles of Association as set out above under agenda item 14 in the Board of Directors' proposal.

The Annual General Meeting decided in accordance with the proposal of the Board of Directors to elect audit firm Ernst & Young Oy as the Auditor for a term that starts from the 2021 Annual General Meeting and expires at the end of the following Annual General Meeting. The resolution comes into force after the Articles of Association have been registered.

It was recorded that votes of nominee registered and other shareholders represented by the banks were given under this agenda item as follows: 585,498 opposing votes and 7,180 abstaining votes.

16 § Authorizing the Board of Directors to decide 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 General Meeting authorizes the Board of Directors to decide on the repurchase of no more than 52,930,000 treasury shares with assets from the Company's unrestricted equity, so that a maximum of 7,620,000 class A shares and a maximum of 45,310,000 class B shares may be repurchased. The consideration to be paid for the repurchased shares with respect to both class A and class B shares will be determined based on the trading price determined for class B shares on the Nasdaq Helsinki on the date of repurchase.

Class A shares will be repurchased in proportion to holdings of class A shareholders at a price equivalent to the average price paid for the Company's class B shares on the Nasdaq Helsinki on the date of repurchase. Any shareholder wishing to offer his or her class A shares for repurchase by the Company must state his or her intention to the Company's Board of Directors in writing. The Company may deviate from the obligation to repurchase shares in proportion to the shareholders' holdings if all the holders of class A shares give their consent. Class B shares will be purchased in public trading on the Nasdaq Helsinki at the market price as per the time of purchase.

It was noted that the Board of Directors had proposed that the authorization will be valid until the conclusion of the following Annual General Meeting, however, at the latest until June 30, 2021. The

authorization terminates the authorization to decide on the repurchase of the company's own shares given to the Board of Directors by the Annual General Meeting on February 26, 2019.

The Board of Directors' proposal was attached to the minutes as Appendix 19.

The Annual General Meeting resolved to authorize the Board of Directors to decide on the repurchase of the Company's shares in accordance with the proposal of the Board of Directors.

It was recorded that votes of nominee registered and other shareholders represented by the banks were given under this agenda item as follows: 159,416 opposing votes and 13,209 abstaining votes.

17 §

Authorizing the Board of Directors to decide on the issuance of shares as well as the issuance of options and other special rights entitling to shares

It was noted that the Board of Directors had proposed to the Annual General Meeting that the General Meeting authorizes the Board of Directors to decide on the issuance of shares as well as the issuance of options and other special rights entitling to shares referred to in chapter 10 section 1 of the Finnish Companies Act as follows:

The number of shares to be issued based on this authorization shall not exceed 7,620,000 class A shares and 45,310,000 class B shares. The Board of Directors decides on all the conditions of the issuance of shares and of special rights entitling to shares. The authorization concerns both the issuance of new shares as well as the transfer of treasury shares. The issuance of shares and of special rights entitling to shares may be carried out in deviation from the shareholders' pre-emptive rights (directed issue).

It was noted that the Board of Directors had proposed that the authorization will be valid until the conclusion of the following annual general meeting, however, at the latest until June 30, 2021.

The Board of Directors' proposal was attached to the minutes as Appendix 20.

The Annual General Meeting decided to authorize the Board of Directors to decide on the issuance of shares as well as the issuance of options and other special rights entitling to shares referred to in chapter 10 section 1 of the Finnish Companies Act as proposed by the Board of Directors.

It was recorded that votes of nominee registered and other shareholders represented by the banks were given under this agenda item as follows: 705,715 opposing votes.

18 §

Closing of the meeting

The Chairman noted that the matters on the agenda had been dealt with and that the minutes of the meeting would be available on the Company's internet site as of March 10, 2020 at the latest.

The Chairman closed the meeting at 12.41 p.m.

Chairman of the Annual General Meeting:

Merja Kivelä

In fidem:

Teresa Kauppila

The minutes have been scrutinized and approved by:

Tiina Toivonen

APPENDICES

- Appendix 1 Summary list of the voting instructions provided by Euroclear Bank SA/NV
- Appendix 2 Summary list of the voting instructions provided by Danske Bank A/S
- Appendix 3 Summary list of the voting instructions provided by Nordea Bank Abp
- Appendix 4 Summary list of the voting instructions provided by Skandinaviska Enskilda Banken AB (publ) Helsinki Branch
- Appendix 5 Summary list of the voting instructions provided by Svenska Handelsbanken AB (publ), Branch Operation in Finland
- Appendix 6 Summons to the Annual General Meeting published on the Company's internet site on January 28, 2020
- Appendix 7 Summons to the Annual General Meeting published as stock exchange release on January 28, 2020
- Appendix 8 List recording the attendance at the beginning of the meeting and the list of votes
- Appendix 9 Review of President & CEO Henrik Ehrnrooth
- Appendix 10 Financial Statements of KONE 2019
- Appendix 11 Auditor's Report dated January 28, 2020
- Appendix 12 Proposal of the Board of Directors concerning the resolution on the use of the profit shown on the balance sheet and the payment of dividend
- Appendix 13 Remuneration Policy of KONE Corporation
- Appendix 14 Proposal of the Nomination and Compensation Committee of the Board concerning the remuneration of the members of the Board of Directors
- Appendix 15 Proposal of the Nomination and Compensation Committee of the Board concerning the number of the members of the Board of Directors
- Appendix 16 Proposal of the Nomination and Compensation Committee of the Board of Directors concerning the remuneration of the Election of members of the Board of Directors
- Appendix 17 Proposal of the Board of Directors concerning the amending of the Articles of Association
- Appendix 18 Proposals of the Board of Directors concerning the remuneration, number and election of auditors for terms of 2020 and 2021
- Appendix 19 Proposal of the Board of Directors concerning the authorization of the Board of Directors to decide on the repurchase of the Company's shares
- Appendix 20 Proposal of the Board of Directors concerning the authorization of the Board of Directors to decide on the issuance of shares as well as the issuance of options and other special rights entitling to shares referred to in chapter 10 section 1 of the Finnish Companies Act