

PROPOSALS OF THE BOARD OF DIRECTORS ON THE REMUNERATION AND ELECTION OF THE AUDITOR

Proposal on the remuneration of the auditor

Based on the proposal of the Board of Directors' Audit Committee, the Board of Directors proposes that the remuneration to the auditor be paid against the invoice approved by the Audit Committee.

Proposal on the election of the auditor

Based on the proposal of the Board of Directors' Audit Committee, the Board of Directors proposes that Ernst & Young Oy, authorized public accountants, be elected auditor of the Company. Ernst & Young Oy has notified that *Mr. Mikko Järventausta, APA*, would act as responsible auditor.

Helsinki, *February 6, 2019*

METSO CORPORATION

Board of Directors

PROPOSAL OF THE BOARD OF DIRECTORS TO AUTHORIZE THE BOARD OF DIRECTORS TO DECIDE ON THE ISSUANCE OF SHARES AND THE ISSUANCE OF SPECIAL RIGHTS ENTITLING TO SHARES

The Board of Directors proposes to the General Meeting that the Board of Directors be authorized to decide on the issuance of new shares and the transfer of the Company's own shares as well as the issuance of special rights referred to in Chapter 10 Section 1 of the Companies Act as follows.

The amount of new shares, which may be issued based on decision(s) of the Board of Directors pursuant to the authorization shall not exceed 15,000,000 shares, which corresponds to approximately 10 percent of all shares in the Company. The amount of the Company's own shares, which may be transferred pursuant to the authorization shall not exceed 10,000,000 shares, which corresponds to approximately 6.7 percent of all shares in the Company.

The Board of Directors is furthermore authorized to issue special rights referred to in Chapter 10 Section 1 of the Companies Act entitling their holder to receive new shares or the Company's own shares for consideration in such a manner that the subscription price of the shares is to be set off against a receivable of the subscriber (convertible bond). The amount of shares which may be issued or transferred based on the special rights shall not exceed 15,000,000 shares, which corresponds to approximately 10 percent of all shares in the Company. This aggregate number of shares is included in the aggregate numbers of shares that may be issued and/or transferred mentioned in the previous paragraph.

The new shares may be issued and the Company's own shares may be transferred for consideration or without consideration.

The Board of Directors is also authorized to decide on a share issue to the Company itself without consideration. The amount of shares which may be issued to the Company, together with the amount of shares to be repurchased based on the authorization, shall not exceed 10,000,000 shares, which corresponds to approximately 6.7 percent of all shares in the Company. The number of shares which are potentially issued to the Company does not reduce the aggregate numbers of shares which may be issued and transferred as referred to in the second paragraph.

The new shares and the special rights referred to in Chapter 10 Section 1 of the Companies Act may be issued and the Company's own shares transferred to the shareholders in proportion to their current shareholdings in the Company. The new shares and the special rights referred to in Chapter 10 Section 1 of the Companies Act may also be issued and the Company's own shares transferred in deviation from the shareholders' pre-emptive rights by way of a directed issue if there is a weighty financial reason for the Company to do so. The deviation from the shareholders' pre-emptive rights may be carried out for example in order to develop the Company's capital structure, in order to finance or carry out acquisitions, investments or other business transactions, or in order to use the shares for an incentive scheme. A directed share issue may be executed without consideration only if there is an especially weighty financial reason for the Company to do so, taking the interests of all its shareholders into account.

The Board of Directors decides on all other matters related to the issuance of shares and special rights referred to in Chapter 10 Section 1 of the Companies Act.

The authorization is effective until *June 30, 2020*, and it cancels the authorization given by the Annual General Meeting on *March 22, 2018*.

Helsinki, *February 6, 2019*

METSO CORPORATION

Board of Directors

PROPOSAL OF THE BOARD OF DIRECTORS TO AUTHORIZE THE BOARD OF DIRECTORS TO DECIDE ON THE REPURCHASE OF THE COMPANY'S OWN SHARES

The Board of Directors proposes to the General Meeting that the Board of Directors be authorized to decide on the repurchase of the Company's own shares as follows.

The amount of own shares to be repurchased shall not exceed 10,000,000 shares, which corresponds to approximately 6.7 percent of all the shares in the Company. Own shares can be repurchased also otherwise than in proportion to the shareholdings of the shareholders (directed repurchase). Own shares can be repurchased using the unrestricted equity of the Company at a price formed in public trading on the date of the repurchase or otherwise at a market-based price.

Shares may be repurchased in order to develop the Company's capital structure, in order to finance or carry out acquisitions, investments or other business transactions, or in order to use the shares as part of the Company's incentive scheme.

The repurchased own shares may be held by the Company, cancelled or transferred further.

The Board of Directors decides on all other matters related to the repurchase of own shares. The authorization is effective until *June 30, 2020*, and it cancels the authorization given by the Annual General Meeting on *March 22, 2018* to decide on the repurchase of the Company's own shares.

Helsinki, *February 6, 2019*

METSO CORPORATION

Board of Directors

PROPOSAL OF THE BOARD OF DIRECTORS ON THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND THE PAYMENT OF DIVIDEND

The Company's distributable funds on *December 31, 2018*, totalled EUR 966,837,017.94, of which the net profit for 2018 was EUR 157,907,512.31.

The Board of Directors proposes that a dividend of EUR 1.20 per share be paid based on the balance sheet to be adopted for the financial year, which ended *December 31, 2018* and the remaining part of the profit be retained and carried further in unrestricted equity.

The dividend shall be paid in two instalments as follows:

- The first dividend instalment of EUR 0.60 per share shall be paid to shareholders who on the dividend record date *April 29, 2019* are registered in the Company's shareholders' register held by Euroclear Finland Oy. The Board of Directors proposes that the first dividend instalment be paid on *May 7, 2019*.
- The second dividend instalment of EUR 0.60 per share shall be paid in November 2019 to shareholders who on the dividend record date are registered in the Company's shareholders' register held by Euroclear Finland Oy. The Board of Directors shall resolve on the dividend record date and the date of payment of the second dividend instalment in its meeting agreed to be held on *October 25, 2019*. Pursuant to the current rules of the Finnish book-entry system, the dividend record date would be *October 29, 2019* and the date of payment *November 5, 2019*.

All the shares in the Company are entitled to a dividend with the exception of own shares held by the Company on the dividend record date.

Helsinki, *February 6, 2019*

METSO CORPORATION

Board of Directors

PROPOSALS OF THE NOMINATION BOARD ON THE REMUNERATION, NUMBER AND ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

Proposal on the remuneration of members of the Board of Directors

The Nomination Board proposes to the General Meeting that the members of the Board of Directors to be elected for a term of office ending at the end of the Annual General Meeting of 2020 will be paid the same fixed annual remuneration as in the previous term as follows: to the Chairman of the Board of Directors EUR 120,000; to the Vice-Chairman of the Board of Directors EUR 66,000; and to the members of the Board of Directors EUR 53,000 each; to the member of the Board of Directors to be elected in the position of Chairman of the Audit Committee an additional remuneration of EUR 20,000; and to the members of the said committee an additional remuneration of EUR 10,000 each; and to the member of the Board of Directors to be elected in the position of Chairman of the Remuneration and HR Committee an additional remuneration of EUR 10,000; and to the members of the said committee an additional remuneration of EUR 5,000 each. The Nomination Board proposes that the same meeting fees as in the previous term shall be paid for Board meetings as follows: a fee of EUR 800 will be paid to the members of the Board of Directors that reside in the Nordic countries, a fee of EUR 1,600 will be paid to the members of the Board of Directors that reside in other European countries and a fee of EUR 3,200 will be paid to the members of the Board of Directors that reside outside Europe. Meeting fees will not be paid for the meetings of the Board's committees. The Nomination Board furthermore proposes that, as a condition for the annual remuneration, the members of the Board of Directors are obliged, directly based on the General Meeting's decision, to use 40 percent of the fixed total annual remuneration for purchasing Metso Corporation's shares from the market at a price formed in public trading and that the purchase will be carried out within two weeks from the publication of the interim review for the period *January 1, 2019 to March 31, 2019*.

Proposal on the number of members of the Board of Directors

The Nomination Board proposes that the number of members of the Board of Directors shall be eight.

Proposal on the election of members of the Board of Directors

The Nomination Board proposes that the following current members of the Board of Directors be re-elected as members of the Board of Directors: Mr. Mikael Lilius, Mr. Christer Gardell, Mr. Peter Carlsson, Mr. Lars Josefsson, Ms. Nina Kopola, Mr. Antti Mäkinen and Ms. Arja Talma. Mikael Lilius is proposed to be re-elected as the Chairman of the Board of Directors and Mr. Christer Gardell as the Vice-Chairman of the Board of Directors. The Nomination Board furthermore proposes that Mr. Kari Stadigh be elected as a new member of the Board of Directors. The Nomination Board also states that Mr. Ozey K. Horton, Jr., who has been a member of the Board of Directors as of 2011, was not available for re-election.

Mr. Kari Stadigh, Master of Science (Eng.), Bachelor of Business Administration, born 1955, Finnish citizen, is the Group Chief Executive Officer of Sampo plc. He is the Chairman of the Board of Directors of If P&C Insurance Holding Ltd (publ) (2002–) and the Chairman of the Board of Directors of Mandatum Life Insurance Company Limited (2001–) as well as a member of the Board of Directors of Nokia Corporation (2011–) and a member of the Board of Directors of Waypoint Group Holdings SA (2015–). Kari Stadigh has served as the Group Chief Executive Officer of Sampo plc since 2009 and as the Deputy Group Chief Executive Officer in 2001–2009, the President of Sampo Life Insurance Company Limited in 1999–2000, the President of Nova Life Insurance Company Ltd in 1996–1998, the President of Jaakko Pöyry Group in 1991–1996 and the President of JP-Finance Oy in 1985–1991. In addition, he has previously served as the Chairman of the Board of Directors of Alma Media Corporation (2005–2011), the Chairman of the Board of Directors of Aspo Plc (2000–2008) as well as a member of the Board of Directors of Nordea Bank AB (publ) (2010–2018).

According to Section 4 of the Articles of Association, the term of office of a member of the Board of Directors expires at the end of the first Annual General Meeting following the election.

Personal information and positions of trust of the proposed individuals is available on Metso's website (www.metso.com). All candidates have given their consent to the appointments and are independent of the Company and its significant shareholders, except for Mr. Christer Gardell and Mr. Antti Mäkinen, who are not independent of a significant shareholder.

In addition, the Nomination Board notes that, also during the commencing term of office of the Board of Directors, a personnel representative of Metso will participate as an external expert in meetings of the Board of Directors of Metso Corporation within the limitations imposed by the Finnish law regarding governance of corporations. The new Board of Directors will invite the personnel representative as its external expert in its organizing meeting after the Annual General Meeting.