



OUTOTEC OYJ'S ("OUTOTEC") BOARD OF DIRECTORS' PROPOSALS TO THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 29 OCTOBER 2019

Resolutions on the partial demerger

(agenda item 6)

The boards of directors of Outotec and Metso Corporation ("**Metso**") have on July 4, 2019 approved a demerger plan (the "**Demerger Plan**") concerning the combination of the business operations of Outotec and Metso through a partial demerger of Metso to the effect that all such assets, rights, debts and liabilities of Metso which relate to, or primarily serve Metso's Minerals business shall transfer, without liquidation of Metso, to Outotec (the "**Demerger**"). The demerger plan has been registered with the Trade Register on July 11, 2019.

The board of directors proposes to the extraordinary general meeting, as set out in more detail below, the approval of the Demerger in accordance with the Demerger Plan, and as part of approval of the Demerger Plan, conditionally upon the execution of the Demerger, the approval of certain other proposals. The extraordinary general meeting may only approve or reject the Demerger Plan and the proposals set out therein, but not amend them.

The Demerger as a whole as well as the proposed changes to the articles of association, the issuance of new shares as demerger consideration and the increase of Outotec's share capital are conditional upon and will become effective upon the registration of the execution of the Demerger with the Trade Register (the "**Effective Date**"). The planned Effective Date of the Demerger is April 1, 2020. The planned Effective Date may change as set out in the Demerger Plan.

Existing shareholders of Outotec representing in the aggregate approximately 24.84 percent of all the shares and votes in Outotec as at the date of the notice to the extraordinary general meeting have undertaken, subject to certain customary conditions, to attend the extraordinary general meeting and support and vote for the proposals of the board of directors.

Resolution on the Demerger

Pursuant to the Demerger Plan, all such assets, rights, debts and liabilities of Metso which relate to, or primarily serve Metso's Minerals business shall transfer, without liquidation of Metso, to Outotec in a manner described in more detail in the Demerger Plan. The board of directors of Outotec proposes that the extraordinary general meeting resolves on the Demerger in accordance with the Demerger Plan and approves the Demerger Plan.

The resolution on the Demerger includes among other matters set out in the Demerger Plan, the following key items (as specified in the Demerger Plan):

Amendment of the articles of association

Pursuant to the Demerger Plan, Sections 1, 2, 5, 6, 8, 9 and 10 of the articles of association of Outotec are proposed to be amended in connection with the execution of the Demerger. The most significant amendments include amendments of Sections 1, 2 and 6 by changing the business name of Outotec to Metso Outotec Corporation and transferring the domicile of Outotec to Helsinki, adjusting the field of business of the company (i.a. adding a reference to the offer of maintenance services) as well as changing the right to represent the company so that the company may be represented by the chairman of the board of directors, a member of the board of directors and the president and CEO, two together, and by persons given the right by the board of directors to represent the company, two together, or separately together with the chairman of the board of directors, a member of the board



of directors or the president and CEO. The amendments set out in the Demerger Plan to the current Sections 5 Managing Director and Deputy Managing Director, 8 Auditor, 9 Notice to convene a meeting and 10 Time and place of the meeting and advance notice of the articles of association mainly include technical amendments. The proposed new articles of association of Outotec is appended in its entirety to the Demerger Plan as Appendix 1. The Demerger Plan is available on Outotec's website at www.outotec.com/egm.

Demerger consideration

Pursuant to the Demerger Plan, it is proposed that Outotec will issue to the shareholders of Metso as demerger consideration 4.3 new shares in Outotec for each share owned in Metso in proportion to their existing shareholding with a ratio of 4.3:1 (the "**Demerger Consideration**"). The total number of shares issued as Demerger Consideration shall be rounded down to the nearest full share, if necessary. No Demerger Consideration shall be issued with regard to any treasury shares held by Metso. If the Demerger Consideration to be received by an individual shareholder is not a whole number, fractional entitlements to new shares of Outotec on a shareholder basis shall be aggregated and sold in the market after the Effective Date by a broker on behalf of Metso shareholders entitled to such fractional entitlements. Such proceeds shall be distributed pro rata to Metso's shareholders entitled to receive such fractional entitlements. Any costs related to the sale and distribution of fractional entitlements shall be borne by Outotec.

Based on the number of issued and outstanding shares in Metso on the date of the notice to the extraordinary general meeting, a total maximum of 645,327,522 shares in Outotec are to be issued as Demerger Consideration.

Increase of share capital

Pursuant to the Demerger Plan, it is proposed that the share capital of Outotec is increased by EUR 90,000,000.00 on the Effective Date.

September 11, 2019

OUTOTEC OYJ

BOARD OF DIRECTORS

IMPORTANT NOTICE

This document does not constitute an offer to sell or solicitation of an offer to buy any of the shares in the United States or elsewhere.

The new shares in Outotec referred to in this document have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States (as such term is defined in Regulation S under the U.S. Securities Act), and may not be offered, sold or delivered, directly or indirectly, in or into the United States absent registration, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in compliance



with any applicable state and other securities laws of the United States. There will be no public offer of new shares in Outotec in the United States.

The new shares in Outotec have not been approved or disapproved by the U.S. Securities and Exchange Commission, any state securities commission in the United States or any other regulatory authority in the United States, nor have any of the foregoing authorities passed comment upon, or endorsed the merit of, the Demerger or the accuracy or the adequacy of this document. Any representation to the contrary is a criminal offence in the United States.

Metso and Outotec are Finnish companies. The Demerger and the information distributed in connection with the related shareholder resolutions is subject to disclosure, timing and procedural requirements applicable in Finland, which are different from those in the United States. Metso and Outotec prepare their financial information in accordance with IFRS, which may not be comparable to the financial statements or financial information applicable in the United States or by U.S. companies. Further, it may be difficult for U.S. shareholders of Metso to enforce their rights and any claim they may have arising under U.S. federal or state securities laws, since Outotec and Metso are located in Finland, and all or some of their officers and directors are residents of, non-U.S. jurisdictions.