

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 until the registration of the partial demerger of Metso Corporation and *Mr. Toni Halonen, APA*, would act as responsible auditor of the future Neles Corporation thereafter.

Helsinki, *May 20, 2020*

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 Finnish 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 10,000,000 shares, which corresponds to approximately 6.7 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 5,000,000 shares, which corresponds to approximately 3.3 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 Finnish 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 10,000,000 shares, which corresponds to approximately 6.7 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 5,000,000 shares, which corresponds to approximately 3.3 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 Finnish 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 Finnish 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 Finnish Companies Act.

The authorization is effective until *June 30, 2021*, and it cancels the authorization given by the Annual General Meeting on *April 25, 2019*. For the avoidance of doubt, this authorization will apply to the future Neles Corporation after the registration of the partial demerger of Metso Corporation.

Helsinki, *May 20, 2020*

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 5,000,000 shares, which corresponds to approximately 3.3 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 schemes.

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, 2021*, and it cancels the authorization given by the Annual General Meeting on *April 25, 2019* to decide on the repurchase of the company's own shares. For the avoidance of doubt, this authorization will apply to the future Neles Corporation after the registration of the partial demerger of Metso Corporation.

Helsinki, *May 20, 2020*

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, 2019*, totaled EUR 896,966,651.74 of which the net profit for the year 2019 was EUR 107,844,991.97.

The Board of Directors proposes that a dividend of EUR 1.47 per share be paid based on the balance sheet to be adopted for the financial year, which ended *December 31, 2019*. Insofar as the dividend to be paid exceeds the net profit for the year ended December 31, 2019, the remaining amount will be paid from retained earnings from previous years. The dividend shall be paid to shareholders who on the dividend record date *June 18, 2020* are registered in the company's shareholders' register held by Euroclear Finland Oy. The dividend shall be paid on *June 25, 2020*. 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.

The Board of Directors notes that the proposed amount of the dividend is higher than the amount of the minority dividend under Chapter 13 Section 7 of the Finnish Companies Act.

Helsinki, *May 20, 2020*

METSO CORPORATION

Board of Directors

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

Proposal on the remuneration of members of the Board of Directors

Metso Corporation – Board remuneration

The Board of Directors proposes, based on the proposal of the Nomination Board, that the same fixed annual remuneration be paid to the members of the Board of Directors as in the previous term. The remuneration to be paid will be calculated *pro rata* to the length of the term of office based on the following annual remuneration:

Chair: EUR 120,000
 Vice-Chair: EUR 66,000
 Other members: EUR 53,000 each

The same additional remuneration as in the previous term is proposed for the members of the Board of Directors that are elected as members of the Audit Committee and the Remuneration and HR Committee. The additional remuneration to be paid will be calculated *pro rata* to the length of the term of office based on the following annual remuneration:

Chair of the Audit Committee: EUR 20,000
 Members of the Audit Committee: EUR 10,000 each
 Chair of the Remuneration and HR Committee: EUR 10,000
 Members of the Remuneration and HR committee: EUR 5,000 each

The Board of Directors proposes, based on the proposal of the Nomination Board, that the fixed annual remuneration be paid to the members of the Board of Directors in cash within two weeks after the expiry of their term of office.

Future Neles Corporation – Board remuneration

The Board of Directors proposes, based on the proposal of the Nomination Board, that the following fixed annual remuneration be paid to the members of the Board of Directors of the future Neles Corporation. The remuneration to be paid will be calculated *pro rata* to the length of the term of office based on the following annual remuneration:

Chair: EUR 115,000
 Vice-Chair: EUR 65,000
 Other members: EUR 50,000 each

An additional remuneration is proposed for the members of the Board of Directors that are elected as members of the Audit Committee and the Remuneration and HR Committee. The remuneration to be paid will be calculated *pro rata* to the length of the term of office based on the following annual remuneration:

Chair of the Audit Committee: EUR 15,000
 Members of the Audit Committee: EUR 7,500 each
 Chair of the Remuneration and HR Committee: EUR 7,500
 Members of the Remuneration and HR Committee: EUR 3,750 each

The Board of Directors proposes, based on the proposal of the Nomination Board, that, as a condition for the annual remuneration, the members of the Board of Directors of the future Neles Corporation be obliged, directly based on the Annual General Meeting's decision, to use 40 percent of the fixed total annual remuneration for purchasing future Neles Corporation 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 following the registration of the completion of the partial demerger of Metso Corporation.

Meeting fees

The Board of Directors proposes, based on the proposal of the Nomination Board, that meeting fees are to be paid as follows: for each meeting of the Board of Directors of Metso Corporation and the future Neles Corporation and their respective Committees, a fee of EUR 800 be paid to the members of the Board that reside in the Nordic countries, a fee of EUR 1,600 be paid to the members of the Board that reside in other European countries and a fee of EUR 3,200 be paid to the members of the Board that reside outside Europe.

Proposal on the number of members of the Board of Directors

The Board of Directors proposes, based on the proposal of the Nomination Board, that Metso Corporation's, and after the registration of the partial demerger of Metso Corporation, the future Neles Corporation's Board of Directors shall have seven members.

Proposal on the election of members of the Board of Directors

Metso Corporation

The Board of Directors proposes, based on the proposal of the Nomination Board, that Mikael Lilius be re-elected as the Chair, Christer Gardell as the Vice-Chair, and Lars Josefsson, Antti Mäkinen, Kari Stadigh and Arja Talma re-elected as members of the Board of Directors. Emanuela Speranza is proposed to be elected as a new member of the Board of Directors. Peter Carlsson, a current member of the Board of Directors, has notified that he will not be available for re-election.

Emanuela Speranza's CV is enclosed as an attachment to this proposal.

The Board's term of office will commence at the end of the Annual General Meeting and will expire at the registration of the completion of the partial demerger of Metso Corporation.

All the Board member candidates have given their consent to their election and have been assessed to be independent of the company and its significant shareholders, except for Christer Gardell and Antti Mäkinen, who have each been assessed to be independent of the company but 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 will participate as an external expert in the meetings of the Board of Directors of Metso Corporation, within the limitations imposed by Finnish law. The Board of Directors of Metso Corporation will invite the personnel representative in its organizing meeting after the Annual General

Meeting.

Future Neles Corporation

The Board of Directors proposes, based on the proposal of the Nomination Board, that Jukka Moisio be elected as Chair, Mark Vernon as Vice-Chair, and Britta Giesen, Anu Hämäläinen, Niko Pakalén, Teija Sarajärvi and Petter Söderström as members of the Board of the future Neles Corporation.

All Board member candidates' CVs are enclosed as an attachment to this proposal.

All member candidates have given their consent to their election and have been assessed to be independent of the company and its significant shareholders, except for Petter Söderström and Niko Pakalén, who have each been assessed to be independent of the company but not independent of a significant shareholder.

The term of office of the Board of the future Neles Corporation will commence at the registration of the completion of the partial demerger of Metso Corporation and will expire at the end of the next Annual General Meeting of the future Neles Corporation.