

DECISION PROPOSALS TO THE ANNUAL GENERAL MEETING (THE “GENERAL MEETING”) OF METSO CORPORATION (THE “COMPANY”) TO BE HELD ON APRIL 25, 2024

Resolution on the use of the profit shown on the balance sheet and the payment of dividend (agenda item 8)

The Board of Directors proposes to the General Meeting that a dividend of EUR 0.36 per share (in the aggregate approximately EUR 297 million based on the total number of outstanding shares of the Company at the time of the proposal) be paid based on the balance sheet to be adopted for the financial year January 1 – December 31, 2023, and that the remaining part of the profit for the financial year be retained and carried further in unrestricted equity.

The dividend shall be paid in two instalments as follows:

- The first dividend instalment of EUR 0.18 per share shall be paid to the shareholders who are registered as shareholders in the Company’s register of shareholders as maintained by Euroclear Finland Oy on the dividend record date, April 29, 2024. The Board of Directors proposes that the first dividend instalment be paid on May 7, 2024.
- The second dividend instalment of EUR 0.18 per share shall be paid in November 2024 to the shareholders who are registered as shareholders in the Company’s register of shareholders as maintained by Euroclear Finland Oy on the dividend record date. 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 23, 2024. Based on the current rules of the Finnish book-entry system, the dividend record date would be October 25, 2024, and the date of payment November 1, 2024.

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

Adoption of the Company’s remuneration policy for governing bodies (agenda item 10)

The Company’s remuneration policy for governing bodies was adopted by the Company’s Annual General Meeting in 2020. The remuneration policy must be presented to the General Meeting at least every four years or every time a material change is made to the policy.

The Board of Directors proposes to the General Meeting that it adopts, through an advisory resolution, the Company’s remuneration policy for governing bodies. The Company’s remuneration policy for governing bodies describes remuneration principles and framework for the President and CEO, for the members of the Board of Directors, and any deputy CEO. The amendments included in the proposed remuneration policy for governing bodies are of a technical nature, compared to the remuneration policy adopted by the 2020 Annual General Meeting.

The proposal for the Company’s remuneration policy for governing bodies is available on the Company’s website at www.metso.com/agm.

Adoption of the Company’s remuneration report for governing bodies (agenda item 11)

The Board of Directors proposes to the General Meeting that it adopts, through an advisory resolution, the Company’s remuneration report for governing bodies for the year 2023.

The Company’s remuneration report for governing bodies will be published by a stock exchange release and will also be made available on the Company’s website at www.metso.com/agm no later than on March 22, 2024.

Resolution on the remuneration of the members of the Board of Directors (agenda item 12)

The Shareholders' Nomination Board proposes to the General Meeting that the members of the Board of Directors and such Board members who will be elected to the committees of the Board be paid a fixed annual remuneration as follows: EUR 171,000 for the Chair of the Board of Directors (previously EUR 164,000), EUR 87,000 for the Vice Chair of the Board of Directors (previously EUR 85,000) and EUR 70,500 for the other members of the Board of Directors each (previously EUR 69,000), as well as an additional EUR 25,500 for the Chair of the Audit and Risk Committee (previously EUR 24,500), an additional EUR 10,700 for the other members of the Audit and Risk Committee each (previously EUR 10,500), an additional EUR 13,000 for the Chair of the Remuneration and HR Committee (previously EUR 12,650), and an additional EUR 5,350 for the other members of the Remuneration and HR Committee each (previously EUR 5,250).

The Shareholders' Nomination Board proposes to the General Meeting that, as a condition for the annual remuneration, the Board members be obliged, directly based on the General Meeting's decision, to use 20 or 40 percent of their fixed total annual remuneration for purchasing Metso shares from the market at a price formed in public trading, and that the purchase be carried out within two weeks from the publication of the interim report for January 1 – March 31, 2024 on April 25, 2024.

The Shareholders' Nomination Board further proposes to the General Meeting that the members of the Board of Directors be paid the following meeting fees for attending the meetings of the Board and its committees: EUR 900 for meetings requiring travel within the Nordic countries, EUR 1,800 for meetings requiring travel within a continent, EUR 3,000 for meetings requiring intercontinental travel, and EUR 900 for meetings with remote attendance.

Resolution on the number of members of the Board of Directors

(agenda item 13)

The Shareholders' Nomination Board proposes to the General Meeting that the number of members of the Board of Directors shall be nine (9) (last year: nine (9)).

However, should any number of the candidates proposed by the Shareholders' Nomination Board for any reason not be available for election to the Board of Directors at the General Meeting, the proposed number of members shall be decreased accordingly.

Election of members and Chair as well as Vice Chair of the Board of Directors

(agenda item 14)

The Shareholders' Nomination Board proposes to the General Meeting that all current members of the Board of Directors, Brian Beamish, Klaus Cawén, Terhi Koipijärvi, Niko Pakalén, Ian W. Pearce, Reima Rytsölä, Emanuela Speranza, Kari Stadigh, and Arja Talma be re-elected as Board members for the term ending at the closing of the Annual General Meeting 2025.

The Shareholders' Nomination Board further proposes that the General Meeting resolves to re-elect Kari Stadigh as the Chair of the Board of Directors and Klaus Cawén as the Vice Chair of the Board of Directors for the term ending at the closing of the Annual General Meeting 2025.

With regard to the procedure for the selection of the members of the Board of Directors, the Shareholders' Nomination Board recommends that the shareholders give their view on the proposal as a whole at the General Meeting.

All the candidates have given their consent to be elected and have been assessed to be independent of the Company and its significant shareholders, except for Reima Rytsölä, who has been assessed to be independent of the Company but not independent of its significant shareholder. More information on the nominees is available on the Company's website at www.metso.com/agm.

Should any of the candidates presented above for any reason not be available for election to the Board of Directors at the General Meeting, the remaining available candidates are proposed to be elected in accordance with the proposal by the Shareholders' Nomination Board.

Resolution on the remuneration of the auditor and sustainability reporting assurance provider

(agenda item 15)

On the recommendation of the Audit and Risk Committee, the Board of Directors proposes to the General Meeting that the auditor's fees be paid according to the invoice approved by the Company and that the same applies to the auditor's fees relating to the verification of the Company's sustainability report from the financial year 2024.

Election of the auditor and sustainability reporting assurance provider

(agenda item 16)

On the recommendation of the Audit and Risk Committee, the Board of Directors proposes to the General Meeting that authorized public accountants Ernst & Young Oy be re-elected as the Company's auditor for a term ending at the closing of the Annual General Meeting 2025. Ernst & Young Oy has announced that Mikko Järventausta, APA, would continue as the principally responsible auditor.

In addition, the Board of Directors proposes based on the recommendation of the Audit and Risk Committee to the General Meeting that the Company's auditor be adopted also as the Company's sustainability reporting assurance provider to verify the sustainability report from the financial year 2024.

Authorizing the Board of Directors to resolve on the repurchase of the Company's own shares

(agenda item 17)

The Board of Directors proposes that the General Meeting authorizes the Board of Directors to resolve on the repurchase of an aggregate maximum of 82,000,000 of the Company's own shares. The proposed amount of shares corresponds to approximately 9.9 percent of all the current shares of the Company. However, the Company together with its subsidiaries cannot at any moment own more than 10 percent of all the shares of the Company.

Own shares may be repurchased on the basis of this authorization only by using unrestricted equity. Own shares can be repurchased at a price formed in trading on regulated market on the date of the repurchase or otherwise at a price formed on the market. The Board of Directors is entitled to resolve how shares are repurchased. Own shares may be repurchased otherwise than in proportion to the shares held by the shareholders (directed repurchase).

The authorization shall be in force until the closing of the Annual General Meeting 2025.

Authorizing the Board of Directors to resolve on the issuance of shares and the issuance of special rights entitling to shares

(agenda item 18)

The Board of Directors proposes that the General Meeting authorizes the Board of Directors to resolve on the issuance of shares and the issuance of special rights entitling to shares referred to in Chapter 10, Section 1 of the Finnish Limited Liability Companies Act as follows: The number of shares to be issued on the basis of this authorization shall not exceed an aggregate maximum of 82,000,000 shares, which corresponds to approximately 9.9 percent of all the current shares of the Company.

The Board of Directors is entitled to resolve on all terms of the issuance of shares and of special rights entitling to shares and it is entitled to deviate from the shareholders' pre-emptive subscription rights (directed issue). This authorization applies to both the issuance of new shares and the conveyance of own shares held by the Company.

The authorization shall be in force until the closing of the Annual General Meeting 2025.

Authorizing the Board of Directors to resolve on donations

(agenda item 19)

The Board of Directors proposes that the General Meeting authorizes the Board of Directors to resolve on donations in the aggregate maximum amount of EUR 350,000 for charitable or corresponding purposes. The donations can

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be made in one or more instalments. The Board of Directors may resolve on the beneficiaries and the amount of each donation. The authorization shall be in force until the closing of the next General Meeting.