

Translation from Finnish official version  
– for convenience purposes only

**1 §****Business name and domicile**

The company's business name is Metso Oyj in Finnish, Metso Abp in Swedish and Metso Corporation in English. The company's domicile is Helsinki.

**2 §****Branch of industry**

The company's branch of industry is globally to design, develop, sell and manufacture products and systems of the engineering, mechanical, vehicle, electronics and automation industries as well as spare parts and maintenance services relating to these, either directly or through its subsidiary or affiliate companies.

As the parent company, the company may also attend to the organisation, financing and purchases of the group of companies and to other joint tasks of the same kind, and it may own real estate, stocks and shares and carry on securities trading and other investment business.

**3 §****Book-entry system**

The company's shares belong to a book-entry system.

**4 §****Board of Directors and President**

The company has a Board of Directors, a President and one or more Executive Vice Presidents, if required.

The Board of Directors has no less than five (5) and no more than eight (8) members. The term of office of a member of the Board of Directors expires at the end of the first Annual General Meeting of Shareholders following the election.

The General Meeting of Shareholders elects the chairman, vice chairman and other members of the Board of Directors. A person who has reached the age of 68 years cannot be elected as a member of the Board of Directors.

The Board of Directors elects the company's President and one or more Executive Vice Presidents, if required.

The Board of Directors meets when a meeting is convened by the chairman or, if he/she is prevented, the vice chairman. The Board of Directors constitutes a quorum when more than half its members are present and one of them is the chairman or the vice chairman.

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The Board's decision shall be that opinion which is supported by more than one-half of the members present or, if the votes are equal, the opinion with which the chairman of the meeting agrees.

#### **5 § Representation right**

The right to represent the Company shall be vested with the chairman of the Board of Directors, members of the Board of Directors and the President, two together, and the persons given the right by the Board of Directors to represent the Company, two together, or each one separately together with the chairman of the Board, a member of the Board of Directors, or together with the President.

#### **6 § Accounting period**

The company's accounting period is the calendar year.

#### **7 § Auditor**

The company has one (1) auditor, which must be an auditing corporation approved by the Central Chamber of Commerce.

The term of office of the auditor expires at the end of the Annual General Meeting of Shareholders following the election.

#### **8 § Notice convening a meeting**

The notice convening the General Meeting of Shareholders must be delivered to the shareholders by a newspaper announcement which is published in at least two (2) newspapers which are chosen by the Board of Directors and which are published regularly in Helsinki, or in some other verifiable way, no more than two (2) months and no less than seventeen (17) days before the meeting

To be allowed to take part in a General Meeting of Shareholders a shareholder must register with the company by that day at the latest, which is mentioned in the notice convening the meeting and which may not be earlier than ten (10) days before the General Meeting of Shareholders.

#### **9 § Annual General Meeting of Shareholders**

The Annual General Meeting of Shareholders shall be held each year before the end of June.

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At the meeting:

the following are submitted

1. the financial statements, including the consolidated financial statement, and the report of the Board of Directors;
2. the auditor's report;

the following decisions are taken

3. adoption of the financial statements;
4. the use of profits shown in the balance sheet;
5. the release of members of the Board of Directors and the President from liability;
6. remuneration of the members of the Board of Directors and the auditor;
7. the number of the members of Board of Directors;

the meeting elects

8. the chairman, vice chairman and members of the Board of Directors,  
and
9. the auditors.

If a vote is held at a General Meeting of Shareholders of the Company, the chairman of the General Meeting of Shareholders shall determine the manner of voting.

#### **10 § Obligation to redeem shares**

The shareholder's obligation to redeem the shares in the Company entitled to redemption has been prescribed in accordance with Section 10 of Chapter 6 of the Finnish Securities Markets Act.