

April 25, 2019

AUDIT COMMITTEE CHARTER

General Issues

The Audit Committee's duties are defined in the Corporate Governance, Board Charter and in this Audit Committee Charter approved by the Board.

The Audit Committee is established by the Board to ensure the proper functioning of corporate governance, in particular, to ensure the overseeing of the accounting and financial reporting processes, including review of financial statements of Metso, adequacy of Company's internal control systems, work of external auditors and functionality of Metso's risk management procedures.

Composition

The composition the Audit committee and the qualifications of the Audit Committee members are set forth in Metso's Corporate Governance. The Audit Committee consists of the following members until the closing of the Annual General Meeting 2020:

Arja Talma, Chair
Nina Kopola
Antti Mäkinen

Duties

In addition to the duties set forth in the Corporate Governance, the Audit Committee shall

- review with management and external auditor or any outside professionals as the Audit Committee considers appropriate the effectiveness of Metso's disclosure controls and procedures
- approve the purchase principles of the external audit services and approve the external auditor's annual audit fees under the guidance given by the shareholders at the Annual General Meeting
- have the sole authority to pre-approve all non-audit services provided by the external auditor
- maintain procedures for the receipt, retention and treatment of complaints received regarding accounting, internal controls or auditing and the potential confidential, anonymous submission by employees of concerns regarding misconduct, fraud as well as accounting or auditing matters.

The forgoing list of duties is not exhaustive and the Audit Committee performs, in addition, such other functions as may be necessary for the performance of its oversight function in accordance with the Finnish Corporate Governance Code.

Meetings and reporting to the Board

The Audit Committee meets regularly at least four times a year based upon a schedule established at the first meeting following the appointment of the Audit Committee after the Annual General Meeting. The schedule shall outline the topics to be discussed and considered at each meeting until the next Annual General Meeting.

The Audit Committee shall meet separately with the representatives of the management and the external auditor at least once a year.

The CEO, Chief Financial Officer, Head of Internal Audit, Corporate Controller, SVP Finance and General Counsel may be invited by the Chairman of the Committee. The Audit Committee shall have access to all corporate information needed. The Audit Committee is allowed to use external consultants and experts when necessary.

The Chairman of the Audit Committee develops and sets the Committee's agenda in consultation with the management. Chief Financial Officer (or another person designated by the Audit Committee) shall be secretary to the Audit Committee.

The Chairman of the Audit Committee presents a report on each Audit Committee meeting to the Board and the Audit Committee submits the minutes of its meetings to the Board.

The Audit Committee shall annually review its performance and report to the Board thereon.

Audit Committee members shall not receive compensation other than as decided by the Annual General Meeting.