

**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.

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 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 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, 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 is 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.

Neles Corporation

The Board of Directors proposes, based on the proposal of the Nomination Board, that Jukka Moisio is 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.

*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 Neles Corporation Board 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 Neles Corporation.