

## Notice to the Annual General Meeting

Notice is given to the shareholders of Metso Corporation to the Annual General Meeting to be held on *Thursday, March 22, 2018 at 3:00 p.m.* at Messukeskus at the address Messuaukio 1, FI-00520 Helsinki, Finland. The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 2:00 p.m.

### A. Matters on the agenda of the Annual General Meeting

1. Opening of the meeting
2. Calling the meeting to order
3. Election of persons to scrutinize the minutes and to supervise the counting of votes
4. Recording the legality of the meeting
5. Recording the attendance at the meeting and adoption of the list of votes
6. Presentation of the Financial Statements, the Consolidated Financial Statements, the Report of the Board of Directors and the Auditor's report for the year 2017

- *Review by the CEO*

### 7. Adoption of the Financial Statements and the Consolidated Financial Statements

8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend  
The Company's distributable funds on December 31, 2017, totalled EUR 966,698,362.94, of which the net profit for 2017 was EUR 197,919,255.40.

The Board of Directors proposes that a dividend of EUR 1.05 per share be paid based on the balance sheet to be adopted for the financial year, which ended December 31, 2017 and the remaining part of the profit be retained and carried further in unrestricted equity. The dividend shall be paid to shareholders who on the dividend record date *March 26, 2018* are registered in the Company's shareholders' register held by Euroclear Finland Oy. The dividend shall be paid on *April 4, 2018*. 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.

9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability

### 10. Resolution on the remuneration of members of the Board of Directors

The Nomination Board proposes to the General Meeting that the members of the Board of Directors to be elected for a term of office ending at the end of the Annual General Meeting of 2019 will be paid the fixed annual remuneration as follows: to the Chair of the Board of Directors EUR 120,000; to the Vice Chair of the Board of Directors EUR 66,000; and to the other members of the Board of Directors EUR 53,000 each; to the member of the Board of Directors to be elected in the position of Chair of the Audit Committee an additional remuneration of EUR 20,000; and to the other

members of the said committee an additional remuneration of EUR 10,000 each; and to the member of the Board of Directors to be elected in the position of Chair of the Remuneration and HR Committee an additional remuneration of EUR 10,000; and to the other members of the said committee an additional remuneration of EUR 5,000 each. The Nomination Board proposes that the meeting fees for each meeting of the Board of Directors will be paid as follows: a fee of EUR 800 will be paid to the members of the Board of Directors that reside in the Nordic countries, a fee of EUR 1,600 will be paid to the members of the Board of Directors that reside in other European countries and a fee of EUR 3,200 will be paid to the members of the Board of Directors that reside outside Europe. The Nomination Board furthermore proposes that, as a condition for the annual remuneration, the members of the Board of Directors are obliged, directly based on the General Meeting's decision, to use 40 percent of the fixed total annual remuneration for purchasing Metso Corporation's 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 *January 1, 2018 to March 31, 2018*.

#### 11. Resolution on the number of members of the Board of Directors

The Nomination Board proposes that the number of members of the Board of Directors shall be eight.

#### 12. Election of members of the Board of Directors

The Nomination Board proposes that the following current members of the Board of Directors be re-elected as members of the Board of Directors: Mr. Mikael Lilius, Mr. Christer Gardell, Mr. Peter Carlsson, Mr. Ozey K. Horton, Jr., Mr. Lars Josefsson, Ms. Nina Kopola and Ms. Arja Talma. Mikael Lilius is proposed to be re-elected as the Chair of the Board of Directors and Mr. Christer Gardell as the Vice-Chair of the Board of Directors. The Nomination Board furthermore proposes that Mr. Antti Mäkinen be elected as a new member of the Board of Directors.

Mr. Antti Mäkinen, Master of Laws, born 1961, Finnish citizen, is the Managing Director of Solidium Oy. He is a member of the Board of Directors of Rake Oy. Mr. Mäkinen has held managing director positions in Nordea's Investment Banking operations in 2010–2017 and was the Managing Director of eQ Plc in 2005–2009. In 1996–2005, Mr. Mäkinen headed the activities of SEB Enskilda Securities, Corporate Finance operations in Finland and, in 1985–1996, he was an Attorney and a Partner at Hannes Snellman Attorneys Ltd.

According to Section 4 of the Articles of Association, the term of office of a member of the Board of Directors expires at the end of the first Annual General Meeting following the election.

Personal information and positions of trust of the proposed individuals is available on Metso's website ([www.metso.com](http://www.metso.com)). All candidates have given their consent to the appointments and are independent of the Company and its significant shareholders, except for Mr. Christer Gardell and Mr. Antti Mäkinen, who are 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 of Metso will

participate as an external expert in meetings of the Board of Directors of Metso Corporation within the limitations imposed by the Finnish law regarding governance of corporations. The new Board of Directors will invite the personnel representative as its external expert in its organizing meeting after the Annual General Meeting.

13. Resolution 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.

14. 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.

15. Authorizing 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 10,000,000 shares, which corresponds to approximately 6.7 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 scheme.

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, 2019*, and it cancels the authorization given by the Annual General Meeting on *March 23, 2017* to decide on the repurchase of the Company's own shares.

16. Authorizing 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 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 15,000,000 shares, which corresponds to approximately 10 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 10,000,000 shares, which corresponds to approximately 6.7 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 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 15,000,000 shares, which corresponds to approximately 10 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 10,000,000 shares, which corresponds to approximately 6.7 percent of all shares in the Company.

The new shares and the special rights referred to in Chapter 10 Section 1 of the 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 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 Companies Act.

The authorization is effective until *June 30, 2020*, and it cancels the authorization given by the Annual General Meeting on *March 21, 2016*.

## 17. Closing of the meeting

## B. Documents of the General Meeting

The proposals for decisions on the matters on the agenda of the General Meeting and this notice are available on Metso Corporation's website at the address [www.metso.com/agm](http://www.metso.com/agm). The Annual Report of Metso Corporation, including the Financial Statements, Consolidated Financial Statements, the Report of the Board of Directors and the Auditor's report, are available on the above-mentioned website no later than *March 1, 2018*. The proposals for decisions and the financial statements are also available at the General Meeting and copies of said documents and of this notice will be delivered to shareholders upon request. The minutes of the General Meeting will be available on the above-mentioned website from *April 5, 2018* at the latest.

## C. Instructions for the participants in the General Meeting

### 1. The right to participate in the General Meeting and registration

Each shareholder who is registered on *March 12, 2018* in the shareholders' register of the Company held by Euroclear Finland Oy has the right to participate in the General Meeting. A shareholder whose shares are registered on his/her personal Finnish book-entry account is registered in the shareholders' register of the Company.

A shareholder who is registered in the shareholders' register and who wants to participate in the General Meeting has to register for the meeting no later than on *March 19, 2018 at 10:00 a.m.* by giving a prior notice of participation. The notice has to be received by the Company before the end of the registration period. Such notice can be given:

- a) at the address [www.metso.com/agm](http://www.metso.com/agm);
- b) by telephone at the number +358 10 808 300 (on weekdays between 8:00 a.m. and 6:00 p.m.);
- c) by telefax at the number +358 20 484 101; or
- d) by sending a written notification to the address Metso Corporation, AGM, P.O. box 1220, FI-00101 Helsinki, Finland.

In connection with the registration, a shareholder shall notify his/her name, personal identification number or business identity code, address, telephone number and the name of a possible assistant, proxy representative or statutory representative as well as the personal identification number of the proxy representative or statutory representative. The personal data given to Metso Corporation by shareholders is used only in connection with the General Meeting and with the processing of related registrations.

The shareholder, his/her authorized representative or proxy representative shall, where necessary, be able to prove his/her identity and/or right of representation at the General Meeting.

### 2. Holder of nominee registered shares

A holder of nominee registered shares has the right to participate in the General Meeting by virtue of such shares based on which he/she on the General Meeting record date, *March 12, 2018*, would be entitled to be registered in the shareholders' register held by Euroclear Finland Oy. The right to participate in the General Meeting requires, in addition, that the shareholder on the basis of such shares has been temporarily registered into the shareholders' register held by Euroclear Finland Oy at the latest by *March 19, 2018 at 10:00 a.m.* As regards nominee registered shares, this constitutes due registration for the General Meeting.

A holder of nominee registered shares is advised to request well in advance the necessary instructions regarding the registration in the shareholders' register, the issuing of proxy documents and participation in the General Meeting from his/her custodian bank.

The account management organization of the custodian bank has to register a holder of nominee registered shares who wants to participate in the General Meeting temporarily into the shareholders' register of the Company at the latest by the time stated above.

### 3. Proxy representative and powers of attorney

A shareholder may participate in the General Meeting by way of proxy representation. The proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder.

When a shareholder participates in the General Meeting by means of several proxy representatives representing the shareholder with shares held at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the General Meeting.

Possible proxy documents should be delivered in original to the address Metso Corporation, AGM, P.O. box 1220, FI-00101 Helsinki, Finland, before the last date for registration.

### 4. Other information

Pursuant to Chapter 5, Section 25 of the Companies Act, a shareholder who is present at the General Meeting has the right to request information with respect to the matters to be considered at the meeting.

On the date of the notice, *February 2, 2018*, the total number of shares and votes in Metso Corporation is *150,348,256*. The total amount includes *351,128* own shares held by the Company. Such own shares held by the Company do not have voting rights.

Helsinki, *February 2, 2018*

METSO CORPORATION  
Board of Directors