

SUPPLEMENT TO THE OFFERING CIRCULAR DATED FEBRUARY 14, 2020

This supplement to the offering circular dated October 7, 2019 (the “**Offering Circular**”), which has been prepared for the combination of Outotec Oyj (“**Outotec**”) and Metso Corporation’s (“**Metso**”) Minerals business (the “**Metso Minerals Business**”), may not be sent to any person in the United States, Australia, Canada, Hong Kong, Japan or South Africa or any other jurisdiction in which its distribution would be unlawful. Except as expressly noted in the Offering Circular, no offering has been made in or into any such countries.

Outotec supplements the Offering Circular with the following information. This information should be read in conjunction with the Offering Circular. Terms defined elsewhere in the Offering Circular have the same meaning when used in this supplement to the Offering Circular.

Consolidated Financial Statements of Outotec and Selected Carve-out Financial Information of the Metso Minerals Business as at and for the year ended December 31, 2019

On February 14, 2020, Outotec published its audited consolidated financial statements as at and for the year ended December 31, 2019 (the “**Financial Statements**”), and on February 6, 2020, Metso published the selected unaudited illustrative financial information of the Metso Minerals Business as at and for the year ended December 31, 2019 (the “**Carve-out Financial Information**”). In addition, on February 10, 2020, Metso published a correction concerning the selected unaudited illustrative financial information of the Metso Minerals Business as at and for the year ended December 31, 2019.

Due to the publication of the Financial Statements and the Carve-out Financial Information, the section of the Offering Circular entitled “*Documents Incorporated by Reference into this Offering Circular*” is supplemented as follows:

- (1) The following text is inserted to become the first bullet point under the heading “*Documents Incorporated by Reference into this Offering Circular*” on page 198 of the Offering Circular:
 - Outotec’s Board of Directors’ report, audited consolidated financial statements, audited parent company financial statements as at and for the year ended December 31, 2019, and the auditor’s report thereto (included on pages 5 to 10 of Outotec’s financial statements and report by the Board of Directors 2019);
- (2) The following text is inserted to become the first bullet point of the second paragraph under the heading “*Documents Incorporated by Reference into this Offering Circular*” on page 198 of the Offering Circular:
 - the Metso Minerals Business’ selected unaudited carve-out financial information as at and for the year ended December 31, 2019.

Summary

Due to the publication of the Financial Statements and the Carve-out Financial Information, the section of the Offering Circular entitled “*Summary*” is supplemented as follows:

- (1) The following text is inserted to replace the first paragraph of the section entitled “*Summary—What is the Key Financial Information Regarding the Issuer?*” on page 2 of the Offering Circular:

Outotec’s selected consolidated financial information below has been derived from Outotec’s audited consolidated financial statements as at and for the years ended December 31, 2019, December 31, 2018 and 2017, the unaudited restated consolidated comparative financial information as at and for the year ended December 31, 2018, included in the audited consolidated financial statements as at and for the year ended December 31, 2019 and the unaudited restated consolidated comparative financial information as at and for the year ended December 31, 2017, included in the audited consolidated financial statements as at and for the year ended December 31, 2018, prepared in accordance with the International Financial Reporting Standards as adopted by the European Union (the “**EU**”) (“**IFRS**”).

- (2) The following table is inserted to replace the table contained in the section entitled “*Summary—What is the Key Financial Information Regarding the Issuer?*” on page 3 of the Offering Circular:

	As at and for the year ended December 31,		
	2019⁽¹⁾⁽²⁾	2018⁽¹⁾	2017⁽¹⁾⁽³⁾
	(audited)	(restated) (unaudited, unless otherwise indicated)	
(EUR in millions, unless otherwise indicated)			
Consolidated statement of comprehensive income data			
Sales	1,210	1,198	1,144
Change in sales, percent	1.1	4.7	8.1
Operating result (EBIT)	107	(47) ⁽⁵⁾	26
EBIT, percent	8.9	(3.9) ⁽⁵⁾	2.3
Adjusted EBITA ⁽⁴⁾	145	(7) ⁽⁵⁾	55
Adjusted EBITA ⁽⁴⁾ , percent	11.9	(0.6) ⁽⁵⁾	4.8
Result for the period from the continuing operations	73	(51) ⁽⁵⁾	–
Result for the period from the discontinued operations	(45)	(17)	–
Result for the period	27	(67) ⁽⁵⁾⁽⁶⁾	3
Result for the period attributable to equity holders of the parent company	27	(67) ⁽⁵⁾⁽⁶⁾	3
Result for the period in relation to sales, percent	6.0	(4.2)	0.3
Earnings per share, continuing operations, EUR	0.35	(0.33) ⁽⁵⁾	–
Earnings per share, discontinued operations, EUR	(0.25)	(0.09)	–
Earnings per share, EUR	0.10	(0.42) ⁽⁵⁾⁽⁶⁾	(0.03)
Consolidated statement of financial position data			
Total assets	1,482	1,358 ⁽⁶⁾	1,357
Total equity	379	377 ⁽⁶⁾	467
Net interest-bearing debt at the end of period	18	(38)	(6)
Consolidated statement of cash flows data			
Net cash from operating activities	68	70 ⁽⁶⁾	40
Net cash used in investing activities	(27)	(21) ⁽⁶⁾	(19)
Net cash used in financing activities	(1)	(38) ⁽⁶⁾	(13)

- (1) Information on sales, operating result (EBIT), Adjusted EBITA and result for the period in relation to sales for the year ended December 31, 2019 has been presented for continuing operations and the comparison figures for the year ended December 31, 2018 have been restated accordingly due to business divestments in the Metals, Energy & Water segment being classified as discontinued operations. The restated figures for the year 2018 are, therefore, unaudited. Income statement information for the year ended December 31, 2017 has not been restated and it includes both continuing and discontinued operations.
- (2) Outotec has adopted the “*IFRS 16 – Leases*” as of January 1, 2019, using the modified retrospective approach. The figures for the periods prior to January 1, 2019, were not adjusted and, therefore, are not fully comparable.
- (3) Outotec has adopted the “*IFRS 15 – Revenue from Contracts with Customers*” as of January 1, 2018. As a result, Outotec restated the figures as at and for the year ended December 31, 2017, using the full retrospective method. The figures are, therefore, unaudited.
- (4) Excluding all amortizations, as well as adjustment items consisting of restructuring and capacity adjustment costs, costs related to mergers and acquisitions, outcome of material intellectual rights property disputes, gains and losses on business disposals and goodwill impairments.
- (5) Includes the impact of the EUR 110 million provision recorded in relation to the ilmenite smelter project as described in Outotec’s audited consolidated financial statements as at and for the year ended December 31, 2018.
- (6) Audited.

- (3) The following text is inserted to replace the second paragraph of the section entitled “*Summary—What is the Key Financial Information Regarding the Issuer?*” on page 3 of the Offering Circular:

There are no qualifications in the audit reports relating to Outotec’s audited consolidated financial statements as at and for the years ended December 31, 2019, 2018 and 2017.

- (4) The following text is inserted to replace the first paragraph of the section entitled “*Summary—What is the Key Financial Information Regarding the Metso Minerals Business?*” on page 4 of the Offering Circular:

The Metso Minerals Business’ selected carve-out financial information has been derived from the selected unaudited carve-out financial information of the Metso Minerals Business as at and for the year ended December 31, 2019, including unaudited comparative carve-out financial information as at and for the year ended December 31, 2018, and the audited carve-out financial statements of the Metso Minerals Business as at and for the years ended December 31, 2018 and 2017. The carve-out financial information of the Metso Minerals Business has been prepared in accordance with IFRS, under consideration of the principles for determining which assets and liabilities, income and expenses and cash flows are to be assigned to the Metso Minerals Business as described in the accounting principles as well as the carve-out accounting policies in the notes to the audited carve-out financial statements of the Metso Minerals Business as at and for the years ended December 31, 2018 and 2017.

- (5) The following table is inserted to replace the table contained in the section entitled “*Summary—What is the Key Financial Information Regarding the Metso Minerals Business?*” on page 5 of the Offering Circular:

	As at and for the year ended December 31,		
	2019	2018	2017
	(unaudited)	(audited)	
	(EUR in millions, unless otherwise indicated)		
Information from the combined statement of income			
Sales	2,976	2,581	2,177
Change in sales, percent	15.3	18.6	5.7
Operating profit	325	268	156
Profit for the year attributable to equity holders of Metso Minerals	224	170	70
Operating profit as share of sales, percent	10.9	10.4	7.2
Information from the combined statement of financial position			
Total assets	3,457	2,979	3,015
Total equity	1,254	1,183	1,066
Net debt	772	239	165
Information from the combined statement of cash flows			
Net cash from operating activities	43	107	169
Net cash used in investing activities	(238)	(135)	(61)
Net cash used in financing activities	26	(342)	(43)

- (6) The following text is inserted to replace the second paragraph of the section entitled “*Summary—What is the Key Financial Information Regarding the Metso Minerals Business?*” on page 5 of the Offering Circular:

There are no qualifications in the audit report relating to the audited carve-out financial statements of the Metso Minerals Business as at and for the years ended December 31, 2018 and 2017.

Selected Consolidated Financial Information

Due to the publication of the Financial Statements and the Carve-out Financial Information, the section of the Offering Circular entitled “*Selected Consolidated Financial Information*” is supplemented as follows:

- (1) The following texts are inserted to replace the first, second and third paragraphs of the section entitled “*Selected Consolidated Financial Information—Selected Consolidated Financial Information of Outotec*” on page 42 of the Offering Circular:

The following tables set forth selected consolidated financial information of Outotec as at and for the years ended December 31, 2019, 2018 and 2017. The selected consolidated financial information below has been derived from Outotec’s audited consolidated financial statements as at and for the years ended December 31, 2019, 2018 and 2017, the unaudited restated consolidated comparative financial information as at and for the year ended December 31, 2018, included in the audited consolidated financial statements as at and for the year ended December 31, 2019 and the unaudited restated consolidated comparative financial information as at and for the year ended December 31, 2017, included in the audited consolidated financial statements as at and for the year ended December 31, 2018, prepared in accordance with IFRS, all of which are incorporated by reference into this Offering Circular.

On December 10, 2019, Outotec announced its decision to divest three businesses from the Metals, Energy & Water segment’s portfolio. These businesses relate to aluminum, waste-to-energy and sludge incineration. The aluminum business to be divested includes green anode plant, rod shop and certain casthouse technologies as well as related service operations. The waste-to-energy business to be divested comprises of biomass, wood waste and various other fuel plants including related service operations. The sludge incineration business to be divested comprises of the delivery of plants for the treatment of municipal and industrial sludge and related service operations. In total, approximately 250 experts are working in these three businesses. In conjunction, the Metals, Energy & Water segment was also renamed as Metals Refining.

The divested businesses have been classified as discontinued operations separately from the continuing operations in the consolidated statement of income for the year ended December 31, 2019, including the transfer of assets held for sale and liabilities directly attributable to them on separate lines in the statement of financial position as at December 31, 2019. The comparison figures in the statement of income for the year ended December 31, 2018 have been restated accordingly to show the discontinued operations separately from continuing operations. The comparison figures in the statement of income for the year ended December 31, 2017 and in the statements of financial position as at December 31, 2018 and 2017 have not been restated due to discontinued operations. Consolidated statement of cash flows information for all periods presented includes cash flows from both continuing and discontinued operations.

Outotec has adopted the “*IFRS 16 – Leases*” and the “*IFRIC 23 – Uncertainty over Income Tax Treatments*” interpretation as of January 1, 2019. Outotec transitioned to the “*IFRS 16 – Leases*” and the “*IFRIC 23 – Uncertainty over Income Tax*”

Treatments” interpretation in accordance with the modified retrospective approach. The figures from preceding years were not adjusted and, therefore, the financial information for the periods prior to January 1, 2019, is not fully comparable with the audited consolidated financial information as at and for the year ended December 31, 2019, presented in this Offering Circular.

Outotec has adopted the “*IFRS 15 – Revenue from Contracts with Customers*,” “*IFRS 9 – Financial Instruments*” and the amended “*IFRS 2 – Share-based Payments*” as of January 1, 2018. Outotec adopted the “*IFRS 15 – Revenue from Contracts with Customers*” with the full retrospective method and the comparative financial information as at and for the year ended December 31, 2017, included in the audited consolidated financial statements as at and for the year ended December 31, 2018, has been restated accordingly. Outotec adopted the “*IFRS 9 – Financial Instruments*” and the amended “*IFRS 2 – Share-based Payments*” as of January 1, 2018, by recognizing the impact of the adoption to the opening balance sheet as at January 1, 2018, and the historical financial information for prior periods has not been restated.

- (2) The following tables are inserted to replace the tables contained in the section entitled “*Selected Consolidated Financial Information—Selected Consolidated Financial Information of Outotec*” starting on page 43 of the Offering Circular:

	For the year ended December 31,		
	2019⁽¹⁾⁽²⁾	2018⁽¹⁾	2017⁽¹⁾⁽³⁾
	(audited)	(restated) (unaudited)	
	(EUR in millions, unless otherwise indicated)		
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME			
Sales	1,210	1,198	1,144
Cost of sales	<u>(850)</u>	<u>(999)</u>	<u>(874)</u>
Gross profit	360	199	270
Other income	9	1	10
Selling and marketing expenses	(117)	(108)	(120)
Administrative expenses	(77)	(71)	(76)
Research and development expenses	(55)	(54)	(56)
Other expenses	(13)	(14)	(3)
Share of results of associated companies	<u>1</u>	<u>0</u>	<u>0</u>
Operating result	107	(47)	26
Finance income	6	6	5
Finance expenses	(17)	(13)	(12)
Market price gains and losses	(3)	(2)	(3)
Net finance income and expenses	<u>(14)</u>	<u>(9)</u>	<u>(10)</u>
Result before income taxes	93	(56)	16
Income taxes	<u>(21)</u>	<u>5</u>	<u>(13)</u>
Result for the period from continuing operations	<u>73</u>	<u>(51)</u>	<u>—</u>
Result for the period from discontinued operations	(45)	(17)	—
Result for the period	<u>27</u>	<u>(67)</u>	<u>3</u>
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurements of defined benefit obligations	(14)	1	(4)
Changes in the fair value of other shares and securities	(0)	(0)	(0)
Income tax relating to items that will not be reclassified to profit or loss	4	(0)	1
Items that may be subsequently reclassified to profit or loss			
Exchange differences on translating foreign operations	1	(11)	(23)
Cash flow hedges	0	(5)	4
Income tax relating to items that may be reclassified to profit or loss	<u>(0)</u>	<u>1</u>	<u>(1)</u>
Other comprehensive income for the period, net of tax	<u>(9)</u>	<u>(14)</u>	<u>(22)</u>
Total comprehensive income for the period	<u>19</u>	<u>(81)</u>	<u>(19)</u>
Result for the period attributable to:			
Equity holders of the parent company	27	(67)	3
Non-controlling interest	0	(0)	(0)
Total comprehensive income for the period attributable to:			
Equity holders of the parent company	19	(81)	(19)
Non-controlling interest	0	(0)	(0)
Basic and diluted earnings per share for result attributable to the equity holders of the parent company:			
Earnings per share, continuing operations, EUR	0.35	(0.33)	—
Earnings per share, discontinued operations, EUR	(0.25)	(0.09)	—
Earnings per share, EUR	0.10	(0.42)	(0.03)

- (1) Information related to the income statement for the year ended December 31, 2019 has been presented for continuing operations and the results for discontinued operations have been presented separately and the comparison income statement figures for the year ended December 31, 2018 have been restated accordingly due to business divestments in the Metals, Energy & Water segment being classified as discontinued operations. The restated figures for the year 2018 are, therefore, unaudited. Income statement information for the year ended December 31, 2017 has not been restated and it includes both continuing and discontinued operations.
- (2) Outotec has adopted the “*IFRS 16 – Leases*” as of January 1, 2019, using the modified retrospective approach. The figures for the periods prior to January 1, 2019, were not adjusted and, therefore, are not fully comparable.
- (3) Outotec has adopted the “*IFRS 15 – Revenue from Contracts with Customers*” as of January 1, 2018. As a result, Outotec restated the figures as at and for the year ended December 31, 2017, using the full retrospective method. The figures are, therefore, unaudited. For more information, see “*Certain Matters—Presentation of Financial Information—Historical Financial Statements of Outotec—New Standards Adopted.*”

	As at December 31,		
	2019 ⁽¹⁾	2018	2017 ⁽²⁾
	(audited)		(restated) (unaudited)
(EUR in millions)			
CONSOLIDATED STATEMENT OF FINANCIAL POSITION			
ASSETS			
Non-current assets			
Intangible assets	318	338	359
Property, plant and equipment	42	53	56
Right-of-use assets ⁽³⁾	62	–	–
Deferred tax assets	72	78	91
Investments in associated companies	1	1	0
Other shares and securities	2	2	2
Derivative financial instruments	1	3	5
Loan receivables	2	4	2
Trade and other receivables	<u>2</u>	<u>2</u>	<u>2</u>
Total non-current assets	502	481	517
Current assets			
Inventories	196	209	196
Derivative financial instruments	6	6	5
Current tax assets	10	11	14
Trade and other receivables	443	417	395
Cash and cash equivalents	<u>267</u>	<u>233</u>	<u>230</u>
Total current assets	923	876	840
Disposal group assets classified as held for sale	<u>57</u>	<u>–</u>	<u>–</u>
Total assets	<u>1,482</u>	<u>1,358</u>	<u>1,357</u>
EQUITY AND LIABILITIES			
Equity attributable to the equity holders of the parent company			
Share capital	17	17	17
Hybrid bond	150	150	150
Other components of equity	44	60	70
Retained earnings	165	147	227
Total equity attributable to the equity holders of the parent company	376	374	464
Non-controlling interest	<u>3</u>	<u>3</u>	<u>3</u>
Total equity	379	377	467
Liabilities			
Non-current liabilities			
Borrowings	1	178	184
Lease liabilities ⁽³⁾	48	–	–
Derivative financial instruments	0	1	0
Deferred tax liabilities	8	8	40
Pension obligations	69	56	58
Provisions	50	50	–
Trade and other payables	<u>7</u>	<u>7</u>	<u>8</u>
Total non-current liabilities	183	299	290
Current liabilities			
Borrowings	225	23	45
Lease liabilities ⁽³⁾	14	–	–
Derivative financial instruments	8	9	7
Current tax liabilities	11	8	8
Provisions	77	111	45
Trade and other payables	<u>542</u>	<u>530</u>	<u>494</u>
Total current liabilities	<u>877</u>	<u>681</u>	<u>600</u>
Total liabilities	1,059	980	890
Liabilities directly associated with assets classified as held for sale	<u>43</u>	<u>–</u>	<u>–</u>
Total equity and liabilities	<u>1,482</u>	<u>1,358</u>	<u>1,357</u>

(1) Outotec has adopted the “IFRS 16 – Leases” as of January 1, 2019, using the modified retrospective approach. The figures for the periods prior to January 1, 2019, were not adjusted and, therefore, are not fully comparable.

(2) Outotec has adopted the “IFRS 15 – Revenue from Contracts with Customers” as of January 1, 2018. As a result, Outotec restated the figures as at and for the year ended December 31, 2017, using the full retrospective method. The figures are, therefore, unaudited. For more information, see “Certain Matters—Presentation of Financial Information—Historical Financial Statements of Outotec—New Standards Adopted.”

(3) This item has been recognized through the implementation of “IFRS 16 – Leases.”

	As at and for the year ended December 31,		
	2019⁽¹⁾	2018	2017⁽²⁾
	(audited)		(restated)
	(EUR in millions)		
CONSOLIDATED STATEMENT OF CASH FLOWS			
Cash flows from operating activities			
Result for the period.....	27	(67)	3
Adjustments for			
Depreciation and amortization.....	52	39	41
Other adjustments.....	26	(8)	24
Decrease (+) / Increase (-) in net working capital.....	(29)	113	(22)
Dividend received.....	0	1	0
Interest received.....	6	5	5
Interest paid.....	(9)	(6)	(9)
Income tax paid.....	(6)	(6)	(3)
Net cash from operating activities.....	68	70	40
Cash flows from investing activities			
Purchases of fixed assets.....	(18)	(22)	(21)
Proceeds from sale of fixed assets.....	0	1	2
Acquisitions, net of cash.....	(9)	(0)	(0)
Proceeds from disposal of subsidiaries.....	–	0	–
Acquisition of shares in associated companies.....	–	(0)	–
Change in other non-current receivables.....	–	0	(0)
Net cash used in investing activities.....	(27)	(21)	(19)
Cash flow before financing activities.....	40	49	21
Cash flows from financing activities			
Repayments of non-current debt (-).....	(0)	(4)	(8)
Decrease in current debt (-).....	(64)	(33)	(22)
Increase in current debt (+).....	90	10	29
Repayment of lease liabilities ⁽³⁾	(14)	–	–
Interest paid on hybrid bond.....	(11)	(11)	(11)
Cash outflows from other financing activities.....	(1)	–	(1)
Cash inflows from other financing activities.....	–	0	–
Net cash used in financing activities.....	(1)	(38)	(13)
Net change in cash and cash equivalents.....	39	11	8
Cash and cash equivalents at beginning of period.....	233	230	233
Foreign exchange rate effect on cash and cash equivalents.....	(1)	(8)	(11)
Cash classified as assets held for sale.....	(4)	–	–
Net change in cash and cash equivalents.....	39	11	8
Cash and cash equivalents at end of period.....	267	233	230

(1) Outotec has adopted the “IFRS 16 – Leases” as of January 1, 2019, using the modified retrospective approach. The figures for the periods prior to January 1, 2019, were not adjusted and, therefore, are not fully comparable.

(2) Outotec has adopted the “IFRS 15 – Revenue from Contracts with Customers” as of January 1, 2018. As a result, Outotec restated the figures as at and for the year ended December 31, 2017, using the full retrospective method. The figures are, therefore, unaudited. For more information, see “Certain Matters—Presentation of Financial Information—Historical Financial Statements of Outotec—New Standards Adopted.”

(3) This item has occurred through the implementation of “IFRS 16 – Leases.”

Key Figures

Outotec monitors several key figures which it uses to measure its financial performance. Key figures include also alternative performance measures. For more information on alternative performance measures, see “Certain Matters—Presentation of Financial Information—Alternative Performance Measures of Outotec” and “—Reconciliation of Certain Alternative Performance Measures” below.

The following table sets forth key figures of Outotec as at the dates and for the periods indicated:

	As at and for the year ended December 31,		
	2019 ⁽¹⁾⁽²⁾	2018 ⁽¹⁾	2017 ⁽¹⁾⁽³⁾
	(restated)		
	(unaudited, unless otherwise indicated)		
	(EUR in millions, unless otherwise indicated)		
KEY FIGURES			
Order intake ⁽⁴⁾	1,501	1,166	1,205
Service order intake ⁽⁵⁾	586	513	495
Share of service in order intake ⁽⁶⁾ , percent.....	39.1	44.0	41.1
Order backlog at end of period ⁽⁷⁾	1,070	830	1,005
Sales ⁽⁸⁾	1,210	1,198	1,144
Service sales ⁽¹⁰⁾	550	472	480
Share of service in sales ⁽¹¹⁾ , percent.....	45.5	39.5	42.0
Gross margin ⁽¹²⁾ , percent.....	29.8	16.6	23.6
EBIT ⁽¹³⁾	107	(47) ⁽¹⁴⁾	26
EBIT ⁽¹³⁾ , percent.....	8.9	(3.9) ⁽¹⁴⁾	2.3
Adjusted EBIT ⁽¹⁵⁾	122	(32) ⁽¹⁴⁾	34
Adjusted EBIT ⁽¹⁵⁾ , percent.....	10.1	(2.6) ⁽¹⁴⁾	2.9
Adjusted EBITA ⁽¹⁶⁾	145	(7) ⁽¹⁴⁾	55
Adjusted EBITA ⁽¹⁶⁾ , percent.....	11.9	(0.6) ⁽¹⁴⁾	4.8
Result before taxes ⁽¹⁷⁾	93	(56) ⁽¹⁴⁾	16
Result before taxes ⁽¹⁷⁾ in relation to sales, percent.....	7.7	(4.7) ⁽¹⁴⁾	1.4
Result for the period in relation to sales ⁽¹⁸⁾ , percent.....	6.0	(4.2) ⁽¹⁴⁾	0.3
Earnings per share, continuing operations, EUR.....	0.35	(0.33) ⁽¹⁴⁾	–
Earnings per share ⁽¹⁹⁾⁽²⁰⁾ , EUR.....	0.10	(0.42) ⁽⁹⁾⁽¹⁴⁾	(0.03)
Net cash from operating activities ⁽²¹⁾	68	70 ⁽⁹⁾	40 ⁽⁹⁾
Net interest-bearing debt at end of period ⁽²²⁾	18	(38)	(6)
Gearing at end of period, percent ⁽²³⁾	4.8	(10.1)	(1.2)
Equity-to-assets ratio at end of period, percent ⁽²⁴⁾	29.6	32.9	41.1
Equity at end of period ⁽²⁵⁾	379	377 ⁽⁹⁾	467
Equity per share ⁽²⁶⁾ , EUR.....	2.07	2.06	2.56
Net working capital at end of period ⁽²⁷⁾	(101)	(123)	(9)
Capital expenditure ⁽²⁸⁾	18	21	21
Capital expenditure ⁽²⁸⁾ in relation to sales, percent.....	1.5	1.8	1.8
Research and development expenses ⁽²⁹⁾	55	54	56 ⁽⁹⁾
Research and development expenses ⁽²⁹⁾ in relation to sales, percent.....	4.6	4.5	4.9
Return on investment, LTM ⁽³⁰⁾ , percent.....	18.3	(6.4)	3.0
Return on equity, LTM ⁽³¹⁾ , percent.....	19.2	(12.0)	0.6
Personnel at end of period ⁽³²⁾	4,045	3,986	4,146

(1) Key figures related to the income statement, order intake and order backlog for the year ended December 31, 2019 have been presented for continuing operations and the corresponding comparison figures for the year ended December 31, 2018 have been restated accordingly due to business divestments in the Metals, Energy & Water segment being classified as discontinued operations. The restated figures for the year 2018 are, therefore, unaudited. Key figures related to income statement information for the year ended December 31, 2017 have not been restated and they include both continuing and discontinued operations.

(2) Outotec has adopted the “IFRS 16 – Leases” as of January 1, 2019, using the modified retrospective approach. The figures for the periods prior to January 1, 2019, were not adjusted and, therefore, are not fully comparable.

(3) Outotec has adopted the “IFRS 15 – Revenue from Contracts with Customers” as of January 1, 2018. As a result, Outotec restated the figures as at and for the year ended December 31, 2017, using the full retrospective method. The figures are, therefore, unaudited. For more information, see “Certain Matters—Presentation of Financial Information—Historical Financial Statements of Outotec—New Standards Adopted.”

(4) Order intake = Orders received from customers during the period.

(5) Service order intake = Orders received from customers during the period, Service business.

(6) Share of service in order intake = $\frac{\text{Service order intake}}{\text{Order intake}} \times 100$

(7) Order backlog at end of period = The balance of orders received from customers, for which the revenue has not been recognized yet.

(8) Sales = Sales in the statement of comprehensive income.

(9) Audited.

(10) Service sales = Sales in the statement of comprehensive income, Service business.

(11) Share of service in sales = $\frac{\text{Service sales}}{\text{Sales}} \times 100$

- (12) Gross margin = $\frac{\text{Sales} - \text{cost of sales}}{\text{Sales}} \times 100$
- (13) EBIT⁽³³⁾ = Operating result in the statement of comprehensive income.
- (14) Includes the impact of the EUR 110 million provision recorded in relation to the Ilmenite Smelter project as described in Outotec's audited consolidated financial statements as at and for the year ended December 31, 2018, incorporated by reference into this Offering Circular.
- (15) Adjusted EBIT⁽³³⁾ = Operating result excluding restructuring and acquisition-related items, items related to mergers and acquisitions, purchase price allocation (PPA) amortizations, and goodwill impairments.
- (16) Adjusted EBITA⁽³³⁾ = Operating result excluding amortizations and impairment losses, as well as adjustment items comprising of restructuring and capacity adjustment costs, costs related to mergers and acquisitions, outcome of material intellectual property right disputes and gains and losses on business disposals.
- (17) Result before taxes⁽³³⁾ = Result before taxes in the statement of comprehensive income.
- (18) Result for the period in relation to sales = $\frac{\text{Result for the period}}{\text{Sales}} \times 100$
- (19) Average number of shares used in calculating the earnings per share is 181,669 thousand for the year ended December 31, 2019, 181,547 thousand for the year ended December 31, 2018, and 181,305 thousand for the year ended December 31, 2017. Earnings per share includes a reduction of accrued hybrid bond interest (net of tax) amounting to EUR 9 million for the year ended December 31, 2019, EUR 9 million for the year ended December 31, 2018 and EUR 9 million for the year ended December 31, 2017.
- (20) Earnings per share, EUR = $\frac{\text{Result for the period attributable to the equity holders of the parent company} - \text{accrued hybrid bond interest, net of tax}}{\text{Average number of shares during the period}} \times 100$
- (21) Net cash from operating activities = Net cash from operating activities in the statement of cash flows.
- (22) Net interest-bearing debt at end of period⁽³⁴⁾⁽³⁵⁾ = Borrowings + lease liabilities - other shares and securities - loan receivables - interest-bearing trade and other receivables - cash and cash equivalents
- (23) Gearing⁽³⁴⁾⁽³⁵⁾ = $\frac{\text{Net interest-bearing debt}}{\text{Total equity}} \times 100$
- (24) Equity-to-assets ratio⁽³⁴⁾⁽³⁵⁾ = $\frac{\text{Total equity}}{\text{Total assets} - \text{contract liabilities (net advances received)}} \times 100$
- (25) Equity = Total equity in the statement of financial position.
- (26) Equity per share, EUR = $\frac{\text{Total equity attributable to the equity holders of the parent}}{\text{Number of shares outstanding at the end of period}} \times 100$
- (27) Net working capital = Trade and other receivables (excluding accrued interests) + inventories + derivative financial instruments (assets) - pension obligations - provisions - trade and other payables (excluding accrued interests) - derivative financial instruments (liabilities)
- (28) Capital expenditure⁽³³⁾ = Additions in intangible assets and property, plant and equipment. Does not include additions in right-of-use assets.
- (29) Research and development expenses⁽³³⁾ = Research and development expenses in the statement of comprehensive income (including expenses covered by grants received).
- (30) Return on investment (last 12 months)⁽³⁵⁾ = $\frac{\text{Operating result} + \text{finance income (last 12 months)}}{\text{Total equity} + \text{borrowings} + \text{lease liabilities (12 months' average)}} \times 100$
- (31) Return on equity (last 12 months) = $\frac{\text{Result for the period (last 12 months)}}{\text{Total equity (12 months' average)}} \times 100$
- (32) As at January 1, 2019, Outotec has presented its personnel figures as full-time equivalent employees. The figures for 2018 have been recalculated as full-time equivalent employees. Personnel figures for years ended December 31, 2017 and 2016 have been presented as a total number of employees at the end of the period.
- (33) The relevant margin or in relation to sales measure has been calculated by dividing the appropriate measure with sales.
- (34) If the hybrid bond were treated as a liability, the net interest-bearing debt would be EUR 168 million, gearing 73.3 percent, and the equity-to-assets ratio 17.9 percent as at December 31, 2019 (as at December 31, 2018: EUR 112 million, 49.2 percent and 19.8 percent, respectively, and as at December 31, 2017: EUR 144 million, 45.6 percent and 27.9 percent, respectively).
- (35) The following table sets forth the figures as at December 31, 2019, excluding the impact of implementing the "IFRS 16 – Leases":

	As at December 31, 2019		
	As reported	IFRS 16 impact	Excluding "IFRS 16–Leases"
Net interest-bearing debt at end of period, EUR in millions	18	(62)	(44)
Gearing at end of period, percent	4.8	(16.4)	(11.7)
Equity-to-assets ratio at end of period, percent	29.6	1.5	31.1
Return on investment, LTM, percent	18.3	0.6	18.9

Reconciliation of Certain Alternative Performance Measures

The following table sets forth the reconciliations of certain alternative performance measures to the nearest IFRS measure for the periods indicated:

	For the year ended December 31,		
	2019 ⁽¹⁾⁽²⁾	2018 ⁽¹⁾	2017 ⁽¹⁾⁽³⁾
	(restated)		
	(unaudited, unless otherwise indicated)		
	(EUR in millions, unless otherwise indicated)		
Reconciliation of adjusted EBIT and adjusted EBITA			
Operating result (EBIT)	107 ⁽⁴⁾	(47) ⁽⁵⁾	26
Restructuring and acquisition-related costs	10	11	0
PPA amortization	4	4	7
Adjusted EBIT ⁽⁶⁾	122	(32) ⁽⁵⁾	34
Adjusted EBIT ⁽⁶⁾ , percent	10.1	(2.6) ⁽⁵⁾	2.9
Amortization and impairment of intangible assets (other than PPA and restructuring related)	23	25	21
Adjusted EBITA ⁽⁷⁾	145	(7) ⁽⁵⁾	55
Adjusted EBITA ⁽⁷⁾ , percent	11.9	(0.6) ⁽⁵⁾	4.8

(1) Figures related to the income statement for the year ended December 31, 2019 have been presented for continuing operations and the corresponding comparison figures for the year ended December 31, 2018 have been restated accordingly due to business divestments in the Metals, Energy & Water segment being classified as discontinued operations. The restated figures for the year 2018 are, therefore, unaudited. Figures related to income statement information for the year ended December 31, 2017 have not been restated and they include both continuing and discontinued operations.

(2) Outotec has adopted the “IFRS 16 – Leases” as of January 1, 2019, using the modified retrospective approach. The figures for the periods prior to January 1, 2019, were not adjusted and, therefore, are not fully comparable.

(3) Outotec has adopted the “IFRS 15 – Revenue from Contracts with Customers” as of January 1, 2018. As a result, Outotec restated the figures as at and for the year ended December 31, 2017, using the full retrospective method. The figures are, therefore, unaudited. For more information, see “Certain Matters—Presentation of Financial Information—Historical Financial Statements of Outotec—New Standards Adopted.”

(4) Audited.

(5) Includes the impact of the EUR 110 million provision recorded in relation to the Ilmenite Smelter project as described in Outotec’s audited consolidated financial statements as at and for the year ended December 31, 2018, incorporated by reference into this Offering Circular.

(6) Excluding restructuring- and acquisition-related items and PPA amortizations.

(7) Excluding all amortizations, as well as adjustment items comprising of restructuring and capacity adjustment costs, costs related to mergers and acquisitions, outcome of material intellectual right property disputes, gains and losses on business disposals and goodwill impairments.

(3) The following texts are inserted to replace the first, second, third and fourth paragraphs of the section entitled “Selected Consolidated Financial Information—Selected Carve-out Financial Information of the Metso Minerals Business” on pages 48–49 of the Offering Circular:

The following tables set forth selected carve-out financial information of the Metso Minerals Business as at and for the years ended December 31, 2019, 2018 and 2017. The selected carve-out financial information presented below has been derived from the unaudited carve-out financial information of the Metso Minerals Business as at and for the year ended December 31, 2019, including unaudited comparative carve-out financial information as at and for the year ended December 31, 2018, and the audited carve-out financial statements of the Metso Minerals Business as at and for the years ended December 31, 2018 and 2017. The carve-out financial information of the Metso Minerals Business has been prepared in accordance with IFRS, under consideration of the principles for determining which assets and liabilities, income and expenses and cash flows are to be assigned to the Metso Minerals Business as described in the accounting principles as well as the carve-out accounting policies in the notes to the audited carve-out financial statements of the Metso Minerals Business as at and for the years ended December 31, 2018 and 2017 included in the F-pages to this Offering Circular.

The Metso Minerals Business has adopted the “IFRS 16 – Leases” and the “IFRIC 23 – Uncertainty over Income Tax Treatments” interpretation as of January 1, 2019. The Metso Minerals Business transitioned to the “IFRS 16 – Leases” and the “IFRIC 23 – Uncertainty over Income Tax Treatments” interpretation in accordance with the modified retrospective approach. The figures from preceding years were not adjusted and, therefore, the carve-out financial information for the periods prior to January 1, 2019, is not fully comparable with the unaudited carve-out financial information as at and for the year ended December 31, 2019 incorporated by reference into this Offering Circular.

The Metso Minerals Business has adopted the “IFRS 15 – Revenue from Contracts with Customers,” “IFRS 9 – Financial Instruments” and the amended “IFRS 2 – Share-based Payments” as of January 1, 2018. The Metso Minerals Business adopted the “IFRS 15 – Revenue from Contracts with Customers” using the full retrospective method and the comparative carve-out financial information as at and for the year ended December 31, 2017, included in the carve-out financial information as at and for the year ended December 31, 2018, includes the impact of the adoption. The Metso Minerals Business adopted the “IFRS 9 – Financial Instruments” and the amended “IFRS 2 – Share-based Payments” as of

January 1, 2018, by recognizing the impact of the adoption to the opening balance sheet as at January 1, 2018, and the financial information for prior periods has not been restated.

The independent auditors' report on the audit for the carve-out financial statements of the Metso Minerals Business as at and for the years ended December 31, 2018 and 2017 includes an emphasis of matter paragraph, where the auditors, without qualifying their opinion, draw attention to the fact that, as described in the notes to the carve-out financial statements, the Metso Minerals Business has not formed a separate legal group of entities. The carve-out financial statements are, therefore, not necessarily indicative of results of operations, financial position or cash flows that would have occurred if the Metso Minerals Business had operated as a separate stand-alone group of entities during the years presented or of the Metso Minerals Business' future performance.

- (4) The following tables are inserted to replace the tables contained in the section entitled “*Selected Consolidated Financial Information—Selected Carve-out Financial Information of the Metso Minerals Business*” starting on page 49 of the Offering Circular:

	For the year ended December 31,		
	2019	2018	2017
	(unaudited)	(audited)	
	(EUR in millions)		
COMBINED STATEMENT OF INCOME			
Sales	2,976	2,581	2,177
Cost of goods sold ⁽¹⁾	<u>(2,117)</u>	<u>(1,867)</u>	<u>(1,623)</u>
Gross profit ⁽¹⁾	858	714	554
Selling and marketing expenses ⁽¹⁾	(266)	(222)	(218)
Administrative expenses	(212)	(185)	(166)
Research and development expenses	(30)	(23)	(13)
Other operating income and expenses, net	(25)	(16)	(1)
Share in profits of associated companies	<u>1</u>	<u>0</u>	<u>0</u>
Operating profit ⁽¹⁾	325	268	156
Finance income	4	4	11
Finance income, Metso group	3	5	7
Foreign exchange rate gain/losses	1	0	0
Finance expenses ⁽¹⁾	(42)	(36)	(45)
Finance expenses, Metso group	<u>0</u>	<u>0</u>	<u>0</u>
Profit before taxes	292	242	128
Income taxes	<u>(69)</u>	<u>(72)</u>	<u>(58)</u>
Profit for the year	<u>223</u>	<u>169</u>	<u>70</u>
Attributable to:			
Shareholders of Metso Minerals	224	170	70
Non-controlling interests	(1)	(1)	0

- (1) From the beginning of 2019, the Metso Minerals Business has adopted “*IFRS 16 – Leases*,” replacing the previously used “*IAS 17 – Leases*” and the related interpretations. The adoption was done using the modified retrospective approach whereby the comparative figures for 2018 were not restated. The adjustments resulting from the adoption were recognized on the opening balance sheet on January 1, 2019.

	For the year ended December 31,		
	2019	2018	2017
	(unaudited)	(audited)	
	(EUR in millions)		
COMBINED STATEMENT OF COMPREHENSIVE INCOME			
Profit for the year	223	169	70
Other comprehensive income:			
Cash flow hedges, net of tax	3	(1)	2
Currency translation on subsidiary net investments	<u>2</u>	<u>(15)</u>	<u>(29)</u>
Items that may be reclassified to profit or loss in subsequent periods	4	(16)	(27)
Defined benefit plan actuarial gains (+) / losses (-), net of tax	<u>(3)</u>	<u>1</u>	<u>(2)</u>
Items that will not be reclassified to profit or loss	<u>(3)</u>	<u>1</u>	<u>(2)</u>
Other comprehensive income	<u>1</u>	<u>(15)</u>	<u>(29)</u>
Total comprehensive income	<u>224</u>	<u>154</u>	<u>42</u>
Attributable to:			
Shareholders of Metso Minerals	225	155	42
Non-controlling interests	<u>(1)</u>	<u>(1)</u>	<u>0</u>
Total comprehensive income	<u>224</u>	<u>154</u>	<u>42</u>

	As at December 31,		
	2019 (unaudited)	2018 (audited)	2017
	(EUR in millions)		
COMBINED BALANCE SHEET			
ASSETS			
Non-current assets			
Intangible assets			
Goodwill	556	462	446
Other intangible assets	<u>167</u>	<u>63</u>	<u>69</u>
Total intangible assets	723	526	515
Property, plant and equipment			
Land and water areas	43	35	38
Buildings and structures	98	75	80
Machinery and equipment	128	106	106
Assets under construction	<u>46</u>	<u>31</u>	<u>10</u>
Total property, plant and equipment	315	246	233
Right-of-use assets ⁽¹⁾	89	–	–
Other non-current assets			
Investments in associated companies	8	4	1
Non-current financial assets	3	3	3
Loan receivables	6	6	3
Loan receivables, Metso group	25	49	70
Derivative financial instruments	2	3	2
Deferred tax asset	108	81	74
Other non-current receivables	42	38	28
Other non-current receivables, Metso group	<u>88</u>	<u>137</u>	<u>83</u>
Total other non-current assets	<u>282</u>	<u>321</u>	<u>262</u>
Total non-current assets	1,409	1,094	1,010
Current assets			
Inventories	975	790	612
Trade receivables	577	493	416
Trade receivables, Metso group	10	8	8
Customer contract assets	87	82	66
Loan receivables	1	1	0
Loan receivables, Metso group	25	33	23
Cash pool receivables, Metso group	17	20	27
Derivative financial instruments	16	9	12
Income tax receivables	44	21	37
Other current receivables	139	102	101
Other current receivables, Metso group	1	1	0
Deposits and securities, maturity more than three months	–	76	248
Cash and cash equivalents	156	249	453
Liquid funds	<u>156</u>	<u>325</u>	<u>701</u>
Total current assets	2,048	1,885	2,005
Total assets	<u>3,457</u>	<u>2,979</u>	<u>3,015</u>
EQUITY AND LIABILITIES			
Equity			
Cumulative translation adjustments	(151)	(153)	(138)
Hedge reserve	0	(3)	(2)
Invested equity and retained earnings	<u>1,402</u>	<u>1,328</u>	<u>1,199</u>
Equity attributable to shareholders of Metso Minerals	1,252	1,173	1,059
Non-controlling interests	<u>3</u>	<u>10</u>	<u>7</u>
Total equity	1,254	1,183	1,066
Liabilities			
Non-current liabilities			
Borrowings	801	383	554
Lease liabilities ⁽¹⁾	69	–	–
Post-employment benefit obligations	61	57	60
Provisions	33	27	35
Derivative financial instruments	2	2	0
Deferred tax liability	66	26	17
Other non-current liabilities	2	2	2
Other non-current liabilities, Metso group	<u>6</u>	<u>6</u>	<u>6</u>
Total non-current liabilities	1,040	502	673
Current liabilities			
Borrowings	24	209	300
Pool accounts liabilities, Metso group	86	81	136
Lease liabilities ⁽¹⁾	21	–	–
Trade payables	385	374	297
Trade payables, Metso group	1	1	1
Provisions	71	59	66
Advances received	189	189	171
Customer contract liabilities	63	100	58
Derivative financial instruments	13	13	9
Income tax liabilities	47	58	66
Other current liabilities	251	210	171
Other current liabilities, Metso group	<u>11</u>	<u>0</u>	<u>1</u>
Total current liabilities	<u>1,163</u>	<u>1,294</u>	<u>1,276</u>
Total liabilities	2,202	1,796	1,949
Total equity and liabilities	<u>3,457</u>	<u>2,979</u>	<u>3,015</u>

(1) From the beginning of 2019, the Metso Minerals Business has adopted "IFRS 16 – Leases," replacing the previously used "IAS 17 – Leases" and the related interpretations. The adoption was done using the modified retrospective approach whereby the comparative figures for 2018 were not restated. The adjustments resulting from the adoption were recognized on the opening balance sheet on January 1, 2019.

As at and for the year ended December 31,

	<u>2019</u>	<u>2018</u>	<u>2017</u>
	(unaudited)	(audited)	
	(EUR in millions)		
COMBINED STATEMENT OF CASH FLOWS			
Operating activities			
Profit for the year	223	169	70
Adjustments:			
Depreciation and amortization	71	46	46
Financial expenses, net.....	34	26	27
Income taxes	69	72	58
Other items	(7)	(3)	12
Change in net working capital.....	<u>(216)</u>	<u>(105)</u>	<u>26</u>
Net cash flow from operating activities before financial items and taxes.....	173	207	240
Interest income and expenses paid, net	(31)	(14)	(14)
Income taxes paid.....	<u>(100)</u>	<u>(85)</u>	<u>(57)</u>
Net cash flow from operating activities.....	43	107	169
Investing activities			
Capital expenditures on intangible assets and property, plant and equipment.....	(87)	(59)	(33)
Proceeds from sale of intangible assets and property, plant and equipment.....	8	4	3
Business acquisitions, net of cash acquired.....	(214)	(28)	(30)
Business acquisitions, net of cash acquired, Metso group.....	–	(49)	–
Proceeds from sale of businesses, net of cash sold.....	9	–	–
Proceeds from sale of businesses, net of cash sold, Metso group.....	50	–	–
Other items	<u>(3)</u>	<u>(4)</u>	<u>(2)</u>
Net cash flow used in investing activities.....	<u>(238)</u>	<u>(135)</u>	<u>(61)</u>
Financing activities			
Dividends paid	(144)	(126)	(126)
Dividends paid, Metso group	(4)	(5)	(6)
Transactions with non-controlling interests.....	(13)	1	–
Proceeds from and investments in financial assets, net	31	0	9
Proceeds from (+) and repayment of (-) debt, net.....	148	(268)	60
Repayment of lease liabilities.....	(24)	0	0
Net borrowings (+), payments (-), Metso group.....	46	24	27
Net change in invested equity, Metso group	(8)	84	(21)
Cash pool funding, Metso group	(7)	(52)	14
Other items	–	–	(1)
Net cash flow used in financing activities	<u>26</u>	<u>(342)</u>	<u>(43)</u>
Net change in liquid funds.....	<u>(169)</u>	<u>(370)</u>	<u>64</u>
Net change in liquid funds.....	(169)	(370)	64
Effect from changes in exchange rates	<u>0</u>	<u>(6)</u>	<u>(7)</u>
Liquid funds at beginning of period	<u>325</u>	<u>701</u>	<u>644</u>
Liquid funds at end of period	<u>156</u>	<u>325</u>	<u>701</u>

Key Figures

The Metso Minerals Business monitors several key figures which it uses to measure its financial performance. Key figures include also alternative performance measures. For more information on alternative performance measures, see “*Certain Matters—Presentation of Financial Information—Alternative Performance Measures of the Metso Minerals Business*” and “*—Reconciliation of Certain Alternative Performance Measures*” below.

The following table sets forth carve-out key figures of the Metso Minerals Business as at the dates and for the periods indicated:

	As at and for the year ended December 31,		
	2019	2018	2017
	(unaudited)	(audited, unless otherwise indicated)	
	(EUR in millions, unless otherwise indicated)		
KEY FIGURES			
Orders received ⁽¹⁾	3,009	2,872	2,427
Orders received ⁽¹⁾ by service business	1,907	1,777	1,594
share of orders received, percent	63.4	61.9	65.7
Order backlog ⁽²⁾	1,408	1,411	1,204
Sales	2,976	2,581	2,177
Sales by services business	1,815	1,644	1,481
share of sales, percent	61.0	63.4	68.0
Adjusted EBITA ⁽³⁾⁽⁴⁾	377	284	179
share of sales, percent	12.7	11.0	8.2
Adjusted EBITDA ⁽⁴⁾⁽⁵⁾	432	314	210
share of sales, percent	14.5	12.2	9.7
Operating profit	325	268	156
share of sales, percent	10.9	10.4	7.2
Profit for the year	223	169	70
Net cash flow from operating activities	43	107	169
Net working capital ⁽⁶⁾	853	629	458
Net debt ⁽⁷⁾	772	239	165
Gearing ⁽⁸⁾ , percent	61.5	20.2	15.4
Equity to assets ratio ⁽⁹⁾ , percent	39.1	44.0	38.3
Total assets	3,457	2,979	3,015
Personnel at the end of year	12,894	10,367	9,670

(1)	Orders received	=	Orders received during the reporting period.
(2)	Order backlog	=	Undelivered orders at the end of the reporting period.
(3)	Adjusted EBITA	=	Operating profit (EBIT) + restructuring and acquisition-related costs + amortization
(4)	Unaudited.		
(5)	Adjusted EBITDA	=	Adjusted EBITA + depreciation
(6)	Net working capital	=	Inventories + trade receivables + other non-interest-bearing receivables + customer contract assets and liabilities, net - trade payables - advances received - other non-interest bearing liabilities
(7)	Net debt	=	Borrowings - non-current financial assets - loan and other interest-bearing receivables (current and non-current) - liquid funds
(8)	Gearing	=	$\frac{\text{Net debt}}{\text{Total equity}} \times 100$
(9)	Equity to assets ratio	=	$\frac{\text{Total equity}}{\text{Balance sheet total - advances received}} \times 100$

Reconciliation of Certain Alternative Performance Measures

The following table sets forth the reconciliations of certain alternative performance measures to the nearest IFRS measure for the periods indicated:

	For the year ended December 31,		
	2019	2018	2017
	(unaudited)	(audited, unless otherwise indicated)	
	(EUR in millions)		
Reconciliation of EBIT and adjusted EBIT(D)A			
Operating profit (EBIT)	325	268	156
Restructuring, acquisition and carve-out transaction related costs	36	–	8
Amortization	<u>16</u>	<u>16</u>	<u>14</u>
Adjusted EBITA ⁽¹⁾	377	284	179
Depreciation	<u>55</u>	<u>30</u>	<u>31</u>
Adjusted EBITDA ⁽¹⁾	<u>432</u>	<u>314</u>	<u>210</u>

(1) Unaudited.

Operating and Financial Review and Prospects of Outotec

Due to the publication of the Financial Statements, the section of the Offering Circular entitled “*Operating and Financial Review and Prospects of Outotec*” is supplemented as follows:

- (1) The following subsection is inserted to replace the subsections “*Market Outlook*”, “*Financial Guidance for 2019*” and “*Basis of and Uncertainties Affecting the Financial Guidance*” of the section entitled “*Operating and Financial Review and Prospects of Outotec—Outlook*” on pages 134–135 of the Offering Circular:

Outlook for 2020

The market activity in the minerals processing and metals refining is currently expected to remain at present level. Copper, gold and nickel projects are expected to continue to be the most active. The timing of large investments is uncertain.

Outotec will not issue Group financial guidance for 2020, as the combination of Outotec and the Metso Minerals Business is currently expected to take place on June 30, 2020. This remains subject to the receipt of all required regulatory and other approvals, including competition clearances.

Notice to the Annual General Meeting of Outotec

On February 6, 2020, Outotec published a notice to the annual general meeting of shareholders of Outotec to be held on March 11, 2020. Due to the publication of the notice, the section of the Offering Circular entitled “*Information about the Combined Company*” is supplemented as follows:

- (1) The following text is inserted to become the third paragraph of the section entitled “*Information about the Combined Company—Board of Directors and Management*” on page 93 of the Offering Circular:

On February 5, 2020, Metso and Outotec agreed on amendments regarding the Combination Agreement of the Metso Minerals Business and Outotec. According to the amendment, Metso and Outotec have agreed that Emanuela Speranza will replace Nina Kopola on the Board of Directors of Metso Outotec, since Nina Kopola previously resigned from the Board of Directors of Metso. Emanuela Speranza is proposed to be elected as a member of the Board of Directors of Metso at the annual general meeting of shareholders of Metso to be held on March 20, 2020.

- (2) The following text is inserted as the eight paragraph of the section entitled “*Information about the Combined Company—Board of Directors and Management—Proposed Members of the Board of Directors*” on page 95 of the Offering Circular:

Emanuela Speranza is currently the General Manager and Vice President, Ametek International at AMETEK Inc. Previously, Ms. Speranza was the General Manager and Vice President, EMEA, India and Brazil at AMETEK Inc. between 2014 and 2020, Vice President and General Manager, EMEA & India and President, France at Tektronix S.A. (Danaher Corporation) between 2011 and 2014, Vice President, Sales and Marketing, EMEA and President, France at Fluke France S.A.S (Danaher Corporation) between 2008 and 2011, Sales Director, EMEA at Anritsu France between 2006 and 2008. She has also served in various roles, including in Product Management, Business Development and Sales at Lucent Technologies Netherlands between 1998 and 2006. In addition, she was the Promotional Sales and Credit Manager at Johnson Wax SpA between 1996 and 1997, Senior Business Consultant at the Institute of Management Research between 1995 and 1996 and Junior Manager, Marketing Communications at Pirelli & C. S.p.A between 1993 and 1994. Ms. Speranza holds a Bachelor of Science degree in Business Administration and a Master of Science degree in Technology.

- (3) The following text is inserted as the last subsection of the section entitled “*Information about the Combined Company—Board of Directors and Management*” on page 96 of the Offering Circular:

Proposed Fees for the Board of Directors

In accordance with the Demerger Plan and after consultation with the shareholders’ Nomination Boards of Outotec and Metso, the Board of Directors of Outotec proposes to its annual general meeting of shareholders to be held on March 11, 2020, that, conditional upon the completion of the Demerger and effective as of the Effective Date, the following annual remunerations be paid to the members of the Board of Directors of Metso Outotec proposed to be conditionally elected, as well as to the members of the committees of such Board of Directors: EUR 150,000 for Chair of the Board of Directors, EUR 80,000 for Vice Chair of the Board of Directors, EUR 65,000 for members of the Board of Directors each, EUR 23,000 for Chair of the Audit and Risk Committee, EUR 10,000 for members of the Audit and Risk Committee each, EUR 12,000 for Chair of the Human Capital Committee and EUR 5,000 for members of the Human Capital Committee each. In addition, the Board of Directors proposes that meeting fees for attendance at each board and committee meeting be paid to members of the Board of Directors of Metso Outotec as follows: EUR 900 for members of the Board of Directors residing in the Nordic countries each, EUR 1,800 for members of the Board of Directors residing in other European countries each and EUR 2,700 for members of the Board of Directors residing outside Europe each. In addition, members of the Board of Directors shall be reimbursed direct costs arising from board work.

The members of the Board of Directors of Metso Outotec proposed to be conditionally elected could choose to receive either 40 or 20 percent of their annual remuneration in the form of Metso Outotec shares. These shares would be acquired for each member of the Board of Directors against a value corresponding to the part of his/her annual remuneration payable in shares from the stock exchange within a period of one week commencing on the second trading day following the publication of the interim report for the period following the Effective Date. The remaining part of the annual fee would be paid in cash. The annual fees shall be paid to the members of the Board of Directors of Metso Outotec in proportion to the actual length of their term of office, which is proposed to commence on the Effective Date and end at the closure of the next annual general meeting following the Effective Date. The attendance fees shall be paid in cash.

- (4) The following text is inserted as a subsection to the section entitled “*Information about the Combined Company*” on page 96 of the Offering Circular:

Proposed Auditor

On the recommendation of the Audit and Risk Committee, the Board of Directors of Outotec proposes to the annual general meeting of shareholders that, conditional upon the completion of the Demerger, the Authorised Public Accountants Ernst & Young Oy be elected as the Auditor of Metso Outotec for a term commencing on the Effective Date and ending at the closure of the next annual general meeting of shareholders of Metso Outotec following the Effective Date. Ernst & Young Oy has announced that it will appoint Mikko Järventausta, APA, as the principally responsible auditor.

Termination of Personnel Share Savings Plan

On February 6, 2020, Outotec published a stock exchange release regarding the termination of personnel share savings plan. Due to the publication of the release, the section of the Offering Circular entitled “*Board of Directors, Management and Auditors of Outotec*” is supplemented as follows:

- (1) The following text is inserted to become the third paragraph of the section entitled “*Board of Directors, Management and Auditors of Outotec—Incentive Programs—Long-term Incentives—Employee Share Savings Plan*” on page 176 of the Offering Circular:

Outotec's Board of Directors has on February 5, 2020 decided to terminate the Employee Share Savings Plan (O’Share) and on an early settlement of free shares in the pending O’Share 2017, 2018 and 2019 saving periods by a conveyance of existing Outotec shares held by the company. The total number of payable shares will be determined by the payment date on February 28, 2020. The decision is related to the expected combination of Outotec and the Metso Minerals Business.