

## **DECISION PROPOSALS TO THE ANNUAL GENERAL MEETING (THE “GENERAL MEETING”) OF METSO CORPORATION (THE “COMPANY”) TO BE HELD ON APRIL 22, 2026**

### **Resolution on the use of the profit shown on the balance sheet and the payment of dividend**

(agenda item 8)

The Board of Directors proposes to the General Meeting that a dividend of EUR 0.40 per share (in the aggregate approximately EUR 331 million based on the total number of outstanding shares of the Company at the time of the proposal) be paid based on the balance sheet to be adopted for the financial year January 1 – December 31, 2025, and that the remaining part of the profit for the financial year be retained and carried further in unrestricted equity.

The dividend shall be paid in two instalments as follows:

- The first dividend instalment of EUR 0.20 per share shall be paid to the shareholders who are registered as shareholders in the Company’s register of shareholders as maintained by Euroclear Finland Oy on the dividend record date, April 24, 2026. The Board of Directors proposes that the first dividend instalment be paid on May 4, 2026.
- The second dividend instalment of EUR 0.20 per share shall be paid in October 2026 to the shareholders who are registered as shareholders in the Company’s register of shareholders as maintained by Euroclear Finland Oy on the dividend record date. The Board of Directors shall resolve on the dividend record date and the date of payment of the second dividend instalment in its meeting agreed to be held on October 21, 2026. Based on the current rules of the Finnish book-entry system, the dividend record date would be October 23, 2026, and the date of payment October 30, 2026.

All the shares in the Company are entitled to a dividend with the exception of own shares held by the Company on the relevant dividend record date.

### **Adoption of the Company’s remuneration report for governing bodies**

(agenda item 10)

The Board of Directors proposes to the General Meeting that it adopts, through an advisory resolution, the Company’s remuneration report for governing bodies for the year 2025.

The Company’s remuneration report for governing bodies will be published by a stock exchange release and will also be made available on the Company’s website at [www.metso.com/agm](http://www.metso.com/agm) no later than on March 6, 2026.

### **Resolution on the remuneration of the members of the Board of Directors**

(agenda item 11)

The Shareholders’ Nomination Board proposes to the General Meeting that the members of the Board of Directors and such Board members who will be elected to the committees of the Board be paid a fixed annual remuneration as follows: EUR 181,000 for the Chair of the Board of Directors (previously EUR 176,500), EUR 89,500 for the Vice Chair of the Board of Directors (previously EUR 88,300) and EUR 72,500 for the other members of the Board of Directors each (previously EUR 71,500), as well as an additional EUR 27,000 for the Chair of the Audit and Risk Committee (previously EUR 26,300), an additional EUR 11,000 for the other members of the Audit and Risk Committee each (previously EUR 10,850), an additional EUR 13,500 for the Chair of the Remuneration and HR Committee (previously EUR 13,200), and an additional EUR 5,500 for the other members of the Remuneration and HR Committee each (previously EUR 5,430).

The Shareholders’ Nomination Board proposes to the General Meeting that, as a condition for the annual remuneration, the Board members be obliged, directly based on the General Meeting’s decision, to use 20 or 40 percent of their fixed total annual remuneration for purchasing Metso shares from the market at a price formed in public trading, and that the

purchase be carried out within two weeks from the publication of the interim report for January 1 – March 31, 2026 on April 22, 2026.

The Shareholders' Nomination Board further proposes to the General Meeting that the members of the Board of Directors be paid the same meeting fees for attending the meetings of the Board and its committees as before: EUR 900 for meetings requiring travel within the Nordic countries, EUR 1,800 for meetings requiring travel within a continent, EUR 3,000 for meetings requiring intercontinental travel, and EUR 900 for meetings with remote attendance.

#### **Resolution on the number of members of the Board of Directors**

(agenda item 12)

The Shareholders' Nomination Board proposes to the General Meeting that the number of members of the Board of Directors shall be nine (9) (last year: nine (9)).

However, should any number of the candidates proposed by the Shareholders' Nomination Board for any reason not be available for election to the Board of Directors at the General Meeting, the proposed number of members shall be decreased accordingly.

#### **Election of members and Chair as well as Vice Chair of the Board of Directors**

(agenda item 13)

The Shareholders' Nomination Board proposes to the General Meeting that the following current members of the Board of Directors be re-elected as Board members for the term ending at the closing of the Annual General Meeting 2027: Klaus Cawén, Terhi Koipijärvi, Niko Pakalén, Kari Stadigh, Anders Svensson, Eriikka Söderström and Arja Talma. Brian Beamish and Reima Rytsölä have announced that they are not available for re-election. The Shareholder's Nomination Board proposes that Matts Rosenberg and Petra Sundström are elected as new Board members for the term ending at the closing of the Annual General Meeting 2027.

The Shareholders' Nomination Board further proposes that the General Meeting resolves to re-elect Kari Stadigh as the Chair of the Board of Directors and Klaus Cawén as the Vice Chair of the Board of Directors for the term ending at the closing of the Annual General Meeting 2027.

With regard to the procedure for the selection of the members of the Board of Directors, the Shareholders' Nomination Board recommends that the shareholders give their view on the proposal as a whole at the General Meeting.

All the candidates have given their consent to be elected and have been assessed to be independent of the Company and its significant shareholders, except for Matts Rosenberg, who has been assessed to be independent of the Company but not independent of its significant shareholder. More information on the nominees is available on the Company's website at [www.metso.com/agm](http://www.metso.com/agm).

Should any of the candidates presented above for any reason not be available for election to the Board of Directors at the General Meeting, the remaining available candidates are proposed to be elected in accordance with the proposal by the Shareholders' Nomination Board.

#### **Resolution on the remuneration of the auditor**

(agenda item 14)

On the recommendation of the Audit and Risk Committee, the Board of Directors proposes to the General Meeting that the auditor's fees be paid according to the invoice approved by the Company.

#### **Election of the auditor**

(agenda item 15)

On the recommendation of the Audit and Risk Committee, the Board of Directors proposes to the General Meeting that authorized public accountants Ernst & Young Oy be re-elected as the Company's auditor for a term ending at the

closing of the Annual General Meeting 2027. Ernst & Young Oy has announced that Toni Halonen, APA, would be appointed as the principally responsible auditor.

**Resolution on the remuneration of the sustainability reporting assurance provider**

(agenda item 16)

On the recommendation of the Audit and Risk Committee, the Board of Directors proposes to the General Meeting that the sustainability reporting assurance provider's fees be paid according to the invoice approved by the Company.

**Election of the sustainability reporting assurance provider**

(agenda item 17)

On the recommendation of the Audit and Risk Committee, the Board of Directors proposes to the General Meeting that authorized sustainability audit firm Ernst & Young Oy be re-elected as the Company's sustainability reporting assurance provider for a term ending at the closing of the Annual General Meeting 2027. Ernst & Young Oy has announced that Toni Halonen, ASA, would be appointed as the principally responsible authorized sustainability auditor.

**Authorizing the Board of Directors to resolve on the repurchase of the Company's own shares**

(agenda item 18)

The Board of Directors proposes that the General Meeting authorizes the Board of Directors to resolve on the repurchase of an aggregate maximum of 82,000,000 of the Company's own shares. The proposed amount of shares corresponds to approximately 9.9 percent of all the current shares of the Company. However, the Company together with its subsidiaries cannot at any moment own more than 10 percent of all the shares of the Company.

Own shares may be repurchased on the basis of this authorization only by using unrestricted equity. Own shares can be repurchased at a price formed in trading on regulated market on the date of the repurchase or otherwise at a price formed on the market. The Board of Directors is entitled to resolve how shares are repurchased. Own shares may be repurchased otherwise than in proportion to the shares held by the shareholders (directed repurchase).

The authorization shall be in force until the closing of the Annual General Meeting 2027.

**Authorizing the Board of Directors to resolve on the issuance of shares and the issuance of special rights entitling to shares**

(agenda item 19)

The Board of Directors proposes that the General Meeting authorizes the Board of Directors to resolve on the issuance of shares and the issuance of special rights entitling to shares referred to in Chapter 10, Section 1 of the Finnish Limited Liability Companies Act as follows: The number of shares to be issued on the basis of this authorization shall not exceed an aggregate maximum of 82,000,000 shares, which corresponds to approximately 9.9 percent of all the current shares of the Company.

The Board of Directors is entitled to resolve on all terms of the issuance of shares and of special rights entitling to shares and it is entitled to deviate from the shareholders' pre-emptive subscription rights (directed issue). This authorization applies to both the issuance of new shares and the conveyance of own shares held by the Company.

The authorization shall be in force until the closing of the Annual General Meeting 2027.

**Authorizing the Board of Directors to resolve on donations**

(agenda item 20)

The Board of Directors proposes that the General Meeting authorizes the Board of Directors to resolve on donations in the aggregate maximum amount of EUR 350,000 for charitable or corresponding purposes. The donations can be made in one or more instalments. The Board of Directors may resolve on the beneficiaries and the amount of each donation. The authorization shall be in force until the closing of the next General Meeting.