



(Translation from Finnish into English)

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THE NATIONAL BOARD OF PATENTS  
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21 May 2013  
Business ID: 1538032-5

## ARTICLES OF ASSOCIATION

Business ID: 1538032-5  
Trade Register number: 765.008

Company: Metso Corporation

Handling office: Trade Register  
Arkadiankatu 6 A  
00100 Helsinki, telephone 09 – 6939 500

Contents of the copy:  
The Articles of Association valid on 21 May 2013  
Period of validity 21 May 2013 -

The law on the right of foreigners and certain collective bodies to own and control real property and shares was repealed on 1 January 1993. Any provisions in the company's articles of association and by-laws under the law as well as ipso jure notes are invalid.

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## **METSO CORPORATION**

## **ARTICLES OF ASSOCIATION**

### **1 §**

#### **Business name and domicile**

The company's business name is Metso Oyj in Finnish, Metso Abp in Swedish and Metso Corporation in English. The company's domicile is Helsinki.

### **2 §**

#### **Branch of industry**

The company's branch of industry is globally to design, develop, sell and manufacture products and systems of the engineering, mechanical, vehicle, electronics and automation industries as well as spare parts and maintenance services relating to these, either directly or through its subsidiary or affiliate companies.

As the parent company, the company may also attend to the organisation, financing and purchases of the group of companies and to other joint tasks of the same kind, and it may own real estate, stocks and shares and carry on securities trading and other investment business.

### **3 §**

#### **Book-entry system**

The company's shares belong to the book-entry system.

### **4 §**

#### **Board of Directors and President**

The company has a Board of Directors, a President and one or more Executive Vice Presidents, if required.

The Board of Directors has no less than five (5) and no more than eight (8) members. The term of office of a member of the Board of Directors expires at the end of the first Annual General Meeting of shareholders following the election.

The General Meeting of shareholders elects the chairman, vice chairman and other members of the Board of Directors.

The Board of Directors elects the company's President and one or more Executive Vice Presidents, if required.

The Board of Directors meets when a meeting is convened by the chairman or, if he/she is prevented, the vice chairman. The Board of Directors constitutes a quorum when more than half its members are present and one of them is the chairman or the vice chairman.

The Board's decision shall be that opinion which is supported by more than one-half of the members present or, if the votes are equal, the opinion with which the chairman of the meeting agrees.

**5 §  
Representation right**

The right to represent the company shall be vested with the chairman of the Board of Directors, a member of the Board of Directors and the President, two together, and with the persons given the right by the Board of Directors to represent the company, two together, or with each one separately together with the chairman of the Board of Directors, a member of the Board of Directors, or together with the President.

**6 §  
Accounting period**

The company's accounting period is the calendar year.

**7 §  
Auditor**

The company has one (1) auditor, which must be an auditing corporation approved by Finland Chamber of Commerce.

The term of office of the auditor expires at the end of the Annual General Meeting of shareholders following the election.

**8 §  
Notice to convene a meeting**

The notice to convene a General Meeting of shareholders must be delivered to the shareholders by publishing the notice on the company's website or by a newspaper announcement, which is published in one or more widely circulated daily newspapers chosen by the Board of Directors, or otherwise in a verifiable way no more than three (3) months and no less than three (3) weeks before the meeting, and in any case at least nine (9) days before the General Meeting record date referred to in Chapter 4, Section 2.2 of the Companies Act.

In order to take part in a General Meeting a shareholder must register with the company no later than on the date mentioned in the notice, which may not be earlier than ten (10) days before the General Meeting.

**9 §  
Annual General Meeting of shareholders**

The Annual General Meeting of shareholders shall be held each year before the end of June.

At the meeting:

the following are submitted

1. the financial statements, including the consolidated financial statements, and the Annual Report;
2. the auditor's report;

the following decisions are taken

3. adoption of the financial statements;
4. the use of profits shown in the balance sheet;
5. the release of members of the Board of Directors and the President from liability;
6. remuneration for the members of the Board of Directors and the auditors;
7. the number of members on the Board of Directors;

the meeting elects

8. the chairman, vice chairman and members of the Board of Directors, and
9. the auditor.

If a vote is held at General Meetings of shareholders of the company, the chairman of the General Meeting shall determine the manner of voting.

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I hereby certify the above to be a true and correct translation of the original document. Helsinki, 25 May 2013

*Rauno Aho*

Authorized translator (Act 1231/2007)  
from Finnish into English