

SUPPLEMENT TO THE OFFERING CIRCULAR DATED DECEMBER 2, 2019

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.

Clearance from the United States Department of Justice

On November 29, 2019, Outotec and Metso published stock exchange releases relating to clearance that Outotec and Metso received on November 29, 2019 from the United States Department of Justice relating to the combination of Outotec and the Metso Minerals Business through a partial demerger of Metso.

Due to the publication of the releases, the sections of the Offering Circular entitled “*Partial Demerger of Metso—Overview of the Demerger*” and “*Partial Demerger of Metso—Combination Agreement—Conditions to the Completion of the Demerger*” are supplemented as follows:

- (1) The following text is inserted to become the fourth paragraph of the section entitled “*Partial Demerger of Metso—Overview of the Demerger*” on page 81 of the Offering Circular and the last paragraph of the section entitled “*Partial Demerger of Metso—Combination Agreement—Conditions to the Completion of the Demerger*” on page 84 of the Offering Circular:

Outotec and Metso have on November 29, 2019, received clearance from the United States Department of Justice relating to the Demerger. The waiting period under the U.S. Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, applicable to the proposed Demerger, was terminated on Friday, November 29, 2019. This termination satisfies the condition to the completion of the Demerger in respect of required United States competition clearances.