

DECISION PROPOSALS TO THE ANNUAL GENERAL MEETING (THE “GENERAL MEETING”) OF METSO OUTOTEC CORPORATION (THE “COMPANY”) TO BE HELD ON MAY 3, 2023

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 0.30 per share (in the aggregate approximately EUR 248 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, 2022, 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 0.15 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, May 5, 2023. The Board of Directors proposes that the first dividend instalment be paid on May 12, 2023.
- The second dividend instalment of EUR 0.15 per share shall be paid in November 2023 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 26, 2023. Based on the current rules of the Finnish book-entry system, the dividend record date would be October 30, 2023, and the date of payment November 6, 2023.

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 2022.

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.mogroup.com/agm no later than on March 24, 2023.

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 164,000 for the Chair of the Board of Directors (previously EUR 156,000), EUR 85,000 for the Vice Chair of the Board of Directors (previously EUR 82,500) and EUR 69,000 for the other members of the Board of Directors each (previously EUR 67,000), as well as an additional EUR 24,500 for the Chair of the Audit and Risk Committee (previously EUR 23,800), an additional EUR 10,500 for the other members of the Audit and Risk Committee each (previously EUR 10,300), an additional EUR 12,650 for the Chair of the Remuneration and HR Committee (previously EUR 12,400), and an additional EUR 5,250 for the other members of the Remuneration and HR Committee each (previously EUR 5,150).

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 Outotec 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, 2023 on May 3, 2023.

The Shareholders' Nomination Board further proposes to the General Meeting that the members of the Board of Directors be paid the following meeting fees for attending the meetings of the Board and its committees: 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)).

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 2024: Brian Beamish, Klaus Cawén, Terhi Koipijärvi, Ian W. Pearce, Emanuela Speranza, Kari Stadigh, and Arja Talma. Christer Gardell and Antti Mäkinen have informed the Shareholders' Nomination Board that they will not be available for re-election. The Shareholders' Nomination Board proposes that Niko Pakalén and Reima Rytsölä be elected as new Board members for the term ending at the closing of the Annual General Meeting 2024.

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 2024.

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 Reima Rytsölä, 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.mogroup.com/agm.

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 Auditor's reasonable 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 2024. Ernst & Young Oy has announced that Mikko Järventausta, APA, would continue as the principally responsible auditor.

Change of the Company's business name

(agenda item 16)

The Board of Directors proposes that Article 1 of the Articles of Association be amended to change the business name of the Company to "Metso". In its amended form, said provision of the Articles of Association would read as follows:

"1 § Business name and domicile

The business name of the Company is Metso Oyj in Finnish and Metso Corporation in English. The domicile of the Company is Helsinki.”

Amendment of Article 10 of the Articles of Association

(agenda item 17)

The Board of Directors proposes that Article 10 of the Articles of Association be amended to enable holding a general meeting entirely without a meeting venue as a so-called remote meeting in addition to the Company’s domicile (Helsinki), Espoo or Vantaa. In its amended form, said provision of the Articles of Association would read as follows:

“10 § Time and place of the meeting and advance notice

In order to attend the General Meeting a shareholder shall give an advance notice to the Company prior to the end of the advance notice period set out in the notice convening the meeting. The last day for advance notice may be assigned to be no earlier than ten days before the meeting and it may not be assigned to be on a Sunday, Saturday, Midsummer’s Eve, Christmas Eve, New Year’s Eve or any other public holiday.

The General Meeting may be held in the domicile of the Company, Espoo or Vantaa. In addition, the Board of Directors may resolve on organizing the General Meeting without a meeting venue whereby the shareholders have the right to exercise their power of decision in full in real time during the meeting using telecommunication connection and technical means.”

The proposal regarding the meeting venue is based on the changes to Chapter 5 of the Finnish Companies Act, including the possibility to arrange general meetings remotely. The legislative changes are based on the premise that, irrespective of the chosen general meeting format, shareholders' rights must not be compromised and that all participating shareholders can exercise their shareholder rights in full in real time, including the right to present questions and vote. The possibility to organize general meetings remotely enables the Company to prepare for rapid changes in the Company's operating environment and society in general, which may be caused, for example, by pandemics. It is important that the Company has the necessary means to offer its shareholders the possibility to exercise their shareholder rights and resolve on any matters that are presented in a general meeting under any circumstances. In addition, the possibility to organize a general meeting remotely would enable the use of a more sustainable meeting form with a smaller carbon footprint.

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 2024.

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 2024.

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.