

Decisions taken by Metso's Annual General Meeting 2019 and Metso's Board of Directors

Metso Corporation, Stock Exchange Release, April 25, 2019 at 6:00 p.m. EEST

Metso Corporation's Annual General Meeting (AGM) was held today, April 25, 2019, at the Finlandia Hall in Helsinki, Finland. The Meeting approved the financial statements and discharged the members of the Board of Directors and the President & CEOs from liability for the financial year 2018.

The use of the profit shown on the balance sheet and the payment of dividend

The meeting approved the Board of Directors proposal to pay a dividend of EUR 1.20 per share. The dividend shall be paid in two instalments. The first dividend installment of EUR 0.60 per share shall be paid on May 7, 2019 to the shareholders who on the dividend record date April 29, 2019 are registered in the Company's shareholders' register held by Euroclear Finland Ltd.

The second dividend installment of EUR 0.60 per share shall be paid in November 2019 to shareholders who on the dividend record date are registered in the Company's shareholders' register held by Euroclear Finland Ltd. The Board of Directors shall resolve on the dividend record date and the date of the second dividend payment in its meeting agreed to be held on October 25, 2019. Pursuant to the current rules of the Finnish book-entry system, the dividend record date would be October 29, 2019, and the date of payment November 5, 2019.

Composition of the Board of Directors

The AGM confirmed the number of Board members as eight and re-elected Mikael Lilius as Chair of the Board and Christer Gardell as Vice Chair of the Board. Peter Carlsson, Lars Josefsson, Nina Kopola, Antti Mäkinen and Arja Talma were re-elected as members for a new term. Kari Stadigh was elected as a new member. The term of office of the Board members will last until the end of the next AGM.

Remuneration of the Board of Directors

The AGM decided that the Board members shall be paid the fixed annual remuneration as follows:

- Chair: EUR 120,000
- Vice Chair: EUR 66,000
- Members: EUR 53,000

It was further decided that an additional remuneration shall be paid to the Board members that are elected as members of the Audit Committee and Remuneration and HR Committee as follows:

- Chair of the Audit Committee: EUR 20,000
- Members of the Audit Committee: EUR 10,000
- Chair of the Remuneration and HR Committee: EUR 10,000

- Members of the Remuneration and HR Committee: EUR 5,000

The AGM also approved the meeting fees for Board meetings. Board members that reside in the Nordic countries will be paid a meeting fee of EUR 800, members that reside in other European countries will be paid a meeting fee of EUR 1,600 and members residing outside Europe will be paid a meeting fee of EUR 3,200. Meeting fees will not be paid for the meetings of the Board's committees.

As a condition for the annual remuneration, the members of the Board of Directors are obliged to use 40 percent of the fixed total annual remuneration for purchasing Metso's shares.

Auditor

Authorized Public Accountant Ernst & Young Oy was elected as the Company's Auditor until the end of the next AGM. Ernst & Young Oy has designated Mikko Järventausta, APA, as the responsible auditor. The remuneration to the Auditor was decided to be paid against the invoice approved by the Audit Committee.

Authorization to repurchase the Company's own shares

The AGM approved the proposal of the Board of Directors to authorize the Board to decide on the repurchase of Metso's own shares. The number of own shares to be repurchased may not exceed 10,000,000 shares, which corresponds to approximately 6.7 percent of all Metso's shares. The authorization is effective until June 30, 2020, and it cancels the previous authorization.

Authorization to issue shares and special rights entitling to shares

The AGM approved the proposal of the Board of Directors to decide on the issuance of shares and the issuance of special rights entitling to shares. The number of new shares, which may be issued based on decision(s) of the Board of Directors pursuant to the authorization may not exceed 15,000,000 shares, which corresponds to approximately 10 percent of all Metso's shares. The number of Metso's own shares which may be transferred pursuant to the authorization may not exceed 10,000,000 shares, which corresponds approximately 6.7 percent of all Metso's shares. The authorization is effective until June 30, 2020, and it cancels the previous authorization.

The decisions were taken without voting. The minutes of the AGM will be available on Metso's website at www.metso.com/agm from May 9, 2019, at the latest.

Decisions of the Board of Directors

Metso's Board of Directors held its organizing meeting after the Annual General Meeting. In the meeting Metso's Board of Directors elected members of the Audit Committee and the Remuneration and HR Committee from among its members as follows.

- Audit Committee: Arja Talma (Chair), Nina Kopola and Antti Mäkinen
- Remuneration and HR Committee: Mikael Lilius (Chair), Christer Gardell and Lars Josefsson



Personnel representation

Raimo Brand has been invited to participate in the meetings of Metso's Board of Directors as the personnel representative elected by Metso's personnel groups in Finland. He participates in the Board meetings as an invited expert, and his term of office is the same as the Board members' term.

Further information, please contact:

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