

## Proposal of the Board of Directors on the use of the profit shown on the balance sheet and the distribution of funds

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 1.35 per share be paid based on the balance sheet to be adopted for the financial year which ended December 31, 2025, and the remaining part of profit be retained and carried further in the Company's unrestricted equity.

The dividend shall be paid in two instalments. The first instalment of EUR 0.68 per share shall be paid to shareholders who on the dividend record date March 27, 2026, are registered in the Company's shareholders' register held by Euroclear Finland Oy. The dividend shall be paid on April 9, 2026.

The second instalment of EUR 0.67 per share shall be paid in October 2026. The second instalment shall be paid to shareholders who on the dividend record date are registered in the Company's shareholders' register held by Euroclear Finland Oy. The dividend record date and payment date shall be resolved by the Board of Directors in its meeting preliminarily scheduled for September 29, 2026. The dividend record date for the second instalment would then be October 1, 2026, and the dividend payment date October 7, 2026.

In Espoo, February 6, 2026

VALMET OYJ

Board of Directors

## Proposal of the Board of Directors on the adoption of the remuneration report for governing bodies

The Board of Directors proposes that the Annual General Meeting adopt the remuneration report of the Company.

In Espoo, February 6, 2026

VALMET OYJ

Board of Directors

## Proposal of the Board of Directors on the Auditor and the remuneration

Based on the proposal of the Audit Committee, the Board of Directors proposes to the Annual General Meeting that authorized public accountants firm PricewaterhouseCoopers Oy be re-elected as the Auditor of the Company. PricewaterhouseCoopers Oy has informed that Pasi Karppinen (Authorized Public Accountant, KHT) would act as the responsible auditor of the Company.

Based on the proposal of the Audit Committee, the Board of Directors proposes to the Annual General Meeting that the remuneration to the Auditor be paid in accordance with the Auditor's invoice and the principles approved by the Audit Committee.

In Espoo, February 6, 2026

VALMET OYJ

Board of Directors

## Proposal of the Board of Directors on Sustainability Reporting Assurance Provider and remuneration

Based on the proposal of the Audit Committee, the Board of Directors proposes to the Annual General Meeting that authorized sustainability audit firm PricewaterhouseCoopers Oy be elected as the Sustainability Reporting Assurance Provider of the Company. PricewaterhouseCoopers Oy has informed that Pasi Karppinen (Authorized Sustainability Auditor) would act as the responsible sustainability auditor of the Company.

Based on the proposal of the Audit Committee, the Board of Directors proposes to the Annual General Meeting that the remuneration to the Sustainability Reporting Assurance Provider be paid in accordance with the Sustainability Reporting Assurance Provider's invoice and the principles approved by the Audit Committee.

In Espoo, February 6, 2026

VALMET OYJ

Board of Directors

## Proposal of the Board of Directors to authorize the Board of Directors to resolve on the repurchase of the Company's own shares

The Board of Directors proposes to the Annual General Meeting that the Annual General Meeting authorize the Board of Directors to resolve on the repurchase of the Company's own shares in one or several tranches. The maximum number of shares to be repurchased shall be 9,200,000 shares, which corresponds to approximately 5.0 percent of all the shares in the Company. Based on the authorization, the Company's own shares may be repurchased otherwise than in proportion to the shareholdings of the shareholders (directed repurchase). The Company's own shares may be repurchased using the unrestricted equity of the Company at a price formed on a regulated market on the official list of Nasdaq Helsinki Ltd on the date of the repurchase or at a price otherwise formed on the market. The Board of Directors resolves how the own shares will be repurchased. Own shares can be repurchased also by using derivatives.

The Company's own shares may be repurchased for reasons of developing the Company's capital structure, financing or carrying out acquisitions, investments or other business transactions, or for the shares to be used as a part of the Company's incentive schemes, however so that a maximum of 500,000 shares may be repurchased to be used as a part of the Company's incentive schemes, which corresponds to approximately 0.3 percent of all the shares in the Company.

The Board of Directors resolves on all other terms related to the repurchasing of the Company's own shares.

The authorization shall remain in force until the close of the next Annual General Meeting, and it cancels the authorization granted in the Annual General Meeting of March 26, 2025, related to the repurchasing of the Company's own shares.

In Espoo, February 6, 2026

VALMET OYJ

Board of Directors

## Proposal of the Board of Directors on authorizing the Board of Directors to resolve on the issuance of shares as well as the issuance of special rights entitling to shares

The Board of Directors proposes to the Annual General Meeting that the Annual General Meeting authorize the Board of Directors to resolve on the issuance of shares as well as the issuance of special rights entitling to shares pursuant to Chapter 10, Section 1 of the Finnish Companies Act in one or several tranches. The issuance of shares may be carried out by offering new shares or by transferring treasury shares held by Valmet. Based on this authorization, the Board of Directors may also resolve on a directed share issue in deviation from the shareholders' pre-emptive rights and on the granting of special rights subject to the conditions mentioned in the Finnish Companies Act.

Based on this authorization, a maximum number of 18,500,000 shares may be issued, which corresponds to approximately 10.0 percent of all the shares in Valmet.

The new shares and treasury shares may be issued for consideration or without consideration.

The Board of Directors resolves on all other terms of the issuance of shares and special rights entitling to shares pursuant to Chapter 10, Section 1 of the Finnish Companies Act. The Board of Directors may use this authorization, for example, for reasons of developing the Company's capital structure, in financing or carrying out acquisitions, investments or other business transactions, or for the shares to be used as a part of the Company's incentive schemes, however so that the Board of Directors may issue a maximum of 500,000 shares to be used as a part of the Company's incentive schemes, which corresponds to approximately 0.3 percent of all the shares in the Company.

The authorization shall remain in force until the close of the next Annual General Meeting, and it cancels the authorization granted in the Annual General Meeting of March 26, 2025, to resolve on the issuance of shares as well as the issuance of special rights entitling to shares.

In Espoo, February 6, 2026

VALMET OYJ

Board of Directors

## Nomination Board Proposals

### Proposal for the composition of the Board of Directors

The Nomination Board proposes to the Annual General Meeting that the number of members of the Board of Directors for the term expiring at the close of the Annual General Meeting 2027 be eight (8), and that for the term expiring at the close of the Annual General Meeting 2027:

- Anu Hämäläinen, Pekka Kemppainen, Annareetta Lumme-Timonen, Monika Maurer, Annika Paasikivi, Pekka Vauramo, Bernd Eikens, and Jonas Gustavsson are re-elected as Board members and
- Pekka Vauramo be re-elected as the Chair of the Board and Annika Paasikivi be re-elected as the Vice-Chair of the Board.

If any nominee becomes unavailable, the Board size will be reduced accordingly, and the remaining nominees will be elected as proposed. The Nomination Board can also update its proposal for the composition of the Board of Directors.

The Nomination Board recommends that shareholders vote on the proposal as a whole at the Annual General Meeting.

The Nomination Board has assessed and concluded that all proposed members are independent of the Company as of the time of the proposal. All proposed members are also independent of significant shareholders, with the exception of Annareetta Lumme-Timonen (Investment Director, Solidium Oy) and Annika Paasikivi (Executive Chair of the Board, Oras Invest Oy).

The Nomination Board notes that the Board elected by the Annual General Meeting will separately evaluate the independence of the Board members. Valmet complies with the Finnish Corporate Governance Code in defining the independence of the Board members.

The proposed members of the Board of Directors are presented on Valmet's website ([www.valmet.com](http://www.valmet.com)). All candidates have given their consent to the appointments.

### Proposal for the remuneration of the Board of Directors

The Nomination Board proposes to the Annual General Meeting that the annual remuneration payable to the members of the Board of Directors to be elected for the term until the close of the Annual General Meeting in 2027 be increased and as follows:

- EUR 163,000 for the Chair of the Board (2025: EUR 155,000),
- EUR 90,000 for the Vice-Chair of the Board (2025: EUR 85,500), and
- EUR 71,000 for a Board member (2025: EUR 68,000).

Furthermore, the Nomination Board proposes that a base fee of EUR 7,800 (2025: EUR 7,300) shall be paid for each member of the Audit Committee, EUR 17,800 (2025: EUR 16,700) for the Chair of the Audit Committee, EUR 4,500

(2025: EUR 4,200) for each member of the Remuneration and HR Committee, and EUR 9,000 (2025: EUR 8,500) for the Chair of the Remuneration and HR Committee.

In addition, the Nomination Board proposes that a meeting fee in the amount of EUR 1,000 (2025: EUR 750) shall be paid for those members whose place of residence is in Nordic countries, EUR 1,800 (2025: EUR 1,500) for those members whose place of residence is elsewhere in Europe and EUR 3,500 (2025: EUR 3,000) for those members whose place of residence is outside of Europe for the Board meetings attended, including the meetings of the committees of the Board of Directors.

For meetings in which a Board member participates via remote connection, including the meetings of the committees of the Board of Directors, the Nomination Board proposes that a meeting fee of EUR 1,000 shall be paid to Board members. Furthermore, the Nomination Board proposes that a meeting fee of EUR 1,800 shall be paid to Board members for a Board travel meeting, including the meetings of the committees of the Board of Directors.

The Nomination Board proposes to the Annual General Meeting that as a condition for the annual remuneration, the members of the Board of Directors are obliged directly based on the Annual General Meeting's resolution to use 40 percent of the fixed annual remuneration for purchasing Valmet shares at a price formed on a regulated market on the official list of Nasdaq Helsinki Ltd stock exchange, and that the purchase will be carried out within two weeks from the publication of the Interim Review for the period January 1 to March 31, 2026.

#### Proposal for amending the Charter of the Nomination Board

The Nomination Board proposes that the Charter of the Nomination Board be amended.

The current Charter of the Nomination Board provides that the date for determining the shareholders qualified to appoint members for the Nomination Board is July 1st. The Nomination Board has concluded that to improve the nomination process it is advantageous to set an earlier date for such determination, and proposes to change the Charter of the Nomination Board to set such date for June 1 with other relevant dates to be changed accordingly as set out in the attached Charter-proposal.

The Nomination Board's Charter-proposal is attached to the AGM notice.

In Espoo, February 6, 2026

VALMET OYJ

Nomination Board