#### PROPOSAL OF THE NOMINATION BOARD

Translation from the Finnish official version

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# PROPOSALS OF THE NOMINATION BOARD ON THE REMUNERATION, NUMBER AND ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF METSO CORPORATION

### Proposal on the remuneration of members of the Board of Directors

The Nomination Board proposes to the General Meeting that the members of the Board of Directors to be elected for a term of office ending at the end of the Annual General Meeting of 2017 will be paid the same fixed annual remuneration as in the previous term as follows: to the Chairman of the Board of Directors EUR 110,000; to the Vice-Chairman of the Board of Directors EUR 62.000; to the other members of the Board of Directors EUR 50,000 each; to the member of the Board of Directors to be elected in the position of Chairman of the Audit Committee an additional remuneration of EUR 15,000; and to the member of the Board of Directors to be elected in the position of Chairman of the HR and Remuneration Committee an additional remuneration of EUR 5,000. The Nomination Board proposes that the meeting fees remain the same as in the previous term, that is, for each meeting of the Board of Directors or the committees of the Board of Directors a fee of EUR 700 will be paid to the members of the Board of Directors that reside in the Nordic countries, a fee of EUR 1,400 will be paid to the members of the Board of Directors that reside in other European countries and a fee of EUR 2.800 will be paid to the members of the Board of Directors that reside outside Europe. The Nomination Board furthermore proposes that, as a condition for the annual remuneration, the members of the Board of Directors are obliged, directly based on the General Meeting's decision, to use 40% of the fixed total annual remuneration for purchasing Metso Corporation's shares from the market at a price formed in public trading and that the purchase will be carried out within two weeks from the publication of the interim review for the period January 1, 2016 to March 31, 2016.

## Proposal on the number of members of the Board of Directors

The Nomination Board proposes that the number of members of the Board of Directors shall be seven.

### Proposal on the election of members of the Board of Directors

The Nomination Board proposes that the following current members of the Board of Directors be re-elected as members of the Board of Directors: Mr. Mikael Lilius, Mr. Christer Gardell, Mr. Wilson Brumer, Mr. Ozey K. Horton, Jr., Mr. Lars Josefsson and Ms. Nina Kopola. In addition, Peter Carlsson is proposed to be elected to the Board of Directors. Mr. Mikael Lilius is proposed to be re-elected as Chairman of the Board of Directors and Mr. Christer Gardell as Vice-Chairman of the Board of Directors.

Peter Carlsson, M.Sc. (Economics, Production & Quality Control), born 1970, Swedish citizen, is currently an angel investor, advisor and entrepreneur. He is a member of the Boards of Directors of Ketra Lightning and Orbital Systems. He is an Executive Advisor to Elementum, Oden Technologies and Clean Motion.

Mr. Carlsson has been employed as Vice President, Supply Chain of Tesla Motors during 2011–2015 in California, the United States. During 2008–2011, Mr. Carlsson has been employed by NXP Semiconductors in Singapore as Sr. Vice President & Chief Procurement Officer and during 1995–2007 by Sony-

Ericsson as Chief Procurement Officer (during 2004–2007) and in various management positions (1995–2004) in Sweden and in the United States. During 1994–1995, he worked as quality manager at Kami AB, Sweden and during 1993–1994 as research engineer at Luleå Technical University, Sweden.

According to Section 4 of the Articles of Association, the term of office of a member of the Board of Directors expires at the end of the first Annual General Meeting following the election.

Personal information and positions of trust of the proposed individuals is available on Metso's website (www.metso.com). All candidates have given their consent to the appointments and are independent of the company and its significant shareholders, except for Christer Gardell who is not independent of a significant shareholder.

In addition, the Nomination Board notes that, also during the commencing term of office of the Board of Directors, a personnel representative will participate as an external expert in meetings of the Board of Directors of the Company within the limitations imposed by the Finnish law. The new Board of Directors will invite the personnel representative as its external expert in its organizing meeting after the Annual General Meeting.