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# Metso Corporate Governance Statement

This Corporate Governance Statement including the Remuneration statement is prepared in accordance with the current regulation and it is issued separately from the Board of Directors' report. The Board of Directors' Audit Committee has reviewed this Corporate Governance Statement.

Metso follows the Finnish Corporate Governance Code 2015 (Code) issued by the Securities Market Association, publicly available at [www.cgfinland.fi](http://www.cgfinland.fi). Metso complies with the Code in its entirety and doesn't deviate from its recommendations.

## Important rules and policies that influence Corporate Governance at Metso

### Significant internal rules and policies:

- Articles of Association
- Code of Conduct
- Corporate Governance principles
- Board charter and Board committee charters
- Internal Audit charter

### Significant external rules (also taken into consideration in the preparation of this statement):

- Finnish Companies Act
- Accounting Act
- Finnish Securities Markets Act
- Market Abuse Regulation ((EU) N:o 596/2014 ("MAR"))
- Finnish Corporate Governance Code 2015
- Rules, regulations and guidelines of Nasdaq Helsinki and the Finnish Financial Supervisory Authority

Updated information about our governance is available at [www.metso.com/governance](http://www.metso.com/governance).

## Our governance structure

Metso's supreme decision-making body is the General Meeting of Shareholders. The Board of Directors and the President and CEO assisted by the Executive Team are responsible for the management of the company. Operationally Metso consists of business areas accountable for their performance. We have two financial reporting segments, Minerals and Flow Control. The Board is responsible for ensuring compliance with good corporate governance principles at Metso.

### General Meeting of Shareholders

The Annual General Meeting of Shareholders (AGM) is held once a year before the end of June. It decides on the matters laid out in the Finnish Companies Act and the Articles of Association. Certain important decisions fall within the exclusive domain of the General Meeting of Shareholders:

- Approval of the financial statements
- Decision on the use of profit, such as dividend
- Election of the Chair, Vice Chair and other members of the Board and the decision on their remuneration
- Discharging the members of the Board and the President and CEO from liability
- Election of the Auditor and the decision on the Auditor's compensation
- Other proposals made by the Board or a shareholder, such as:
  - Amendments to the Articles of Association
  - Repurchase of the company's own shares
  - Share issues
  - Special authorizations

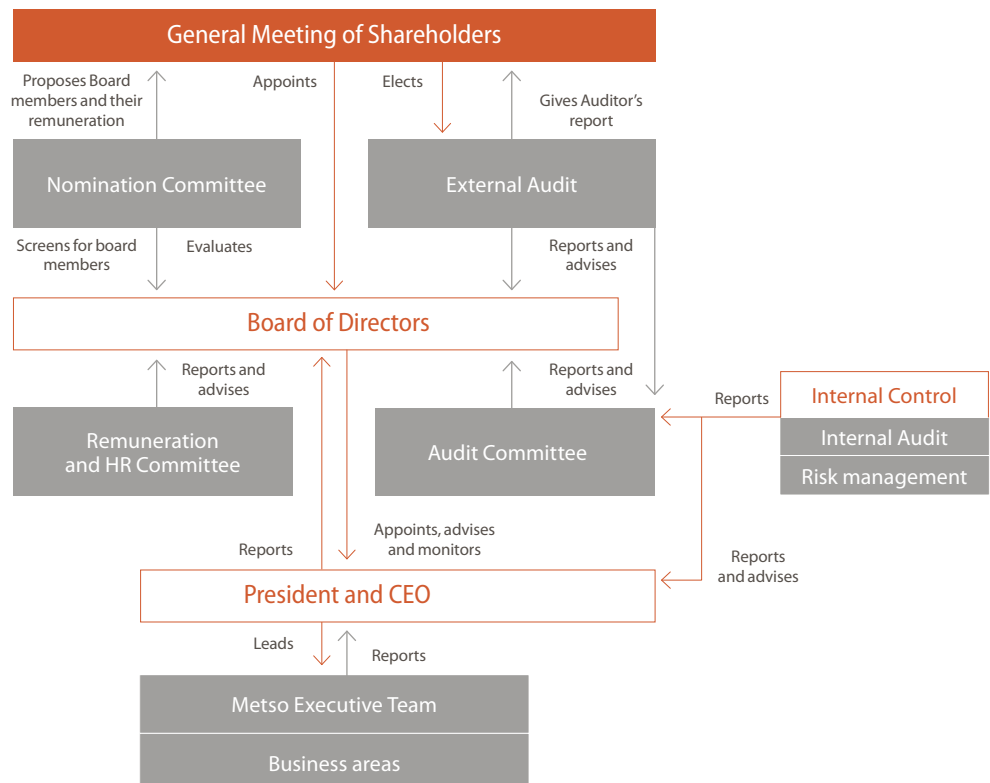
At the meeting, the decisions are primarily made by a simple majority of vote. According to the Code, The Chair of the Board, other Board members, the President and CEO, and the Auditor must be present at the General Meeting. If new members are proposed to the Board, they must also attend.

We publish a notice of the General Meeting as a stock exchange release three weeks to three months before the meeting. The agenda, decision-making proposals and other meeting documents are available at [www.metso.com/agm](http://www.metso.com/agm) after the notice has been published.

Shareholders who are listed in Metso's shareholder register maintained by Euroclear Finland Ltd by the record date of the meeting have the right to participate. Each share entitles its holder to one vote. Instructions for participation by nominee registered holders are available in the meeting notice.

Shareholders are entitled to have an issue put on the General Meeting's agenda, if it requires a decision by the General Meeting according to the Finnish Companies Act. The request must be submitted to the Board in writing early enough to be included in the meeting notice. The latest possible date for submission is announced on our website at [www.metso.com/annual-general-meeting](http://www.metso.com/annual-general-meeting).

### Governing Bodies of Metso



## Annual General Meeting in 2017

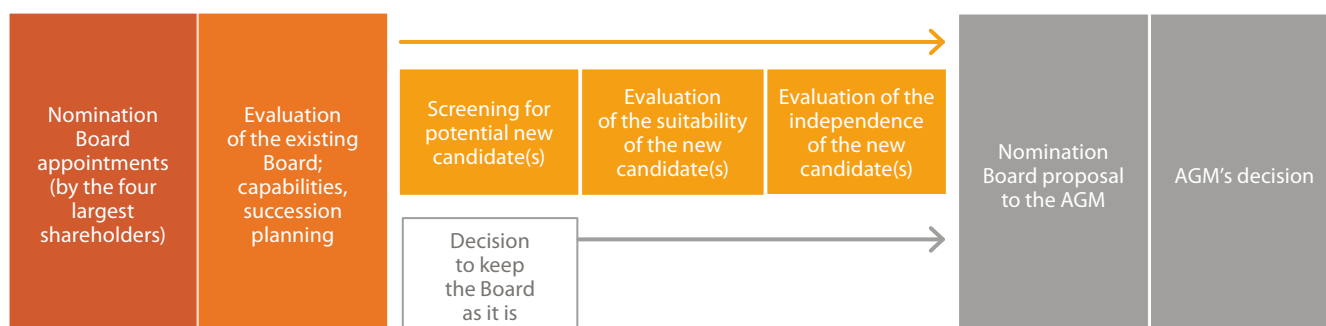
The Annual General Meeting (AGM) 2017 was held in Helsinki on March 23, 2017. A total of 1,457 shareholders representing 60 percent of the company's votes participated either in person or by proxy. The AGM approved the Financial Statements for 2016, decided on the payment of a dividend of EUR 1,05 per share for the 2016 financial year, elected the members of Board of Directors and the Auditor, and approved their remuneration. AGM discharged the members of the Board of Directors and the President and CEO from liability for the 2016 financial year. The AGM also approved the proposal of the Board of Directors to authorize the Board to decide on the repurchase of Metso shares as well as to decide on donations to universities. The dividend was paid on April 4, 2017, in accordance with the AGM's decision.

The minutes of the meeting and other related documents are available at [www.metso.com/agm-2017](http://www.metso.com/agm-2017).

## Shareholders' Nomination Board

The Shareholders' Nomination Board (Nomination Board) is a permanent corporate body, established by the Annual General Meeting in 2011. It prepares proposals to the Annual General Meeting regarding the composition and remuneration of the Board. Nomination Board representatives are elected and appointed yearly by the four largest registered shareholders as of September 1. The Chair of the Board convenes the Nomination Board and serves as an expert member. More information, e.g. the Nomination Board charter, is available at [www.metso.com/nomination-board](http://www.metso.com/nomination-board).

## Board members' nomination process



## Nomination Board ahead of the 2018 Annual General Meeting

The Nomination Board was appointed on September 7, 2017, with following members<sup>1</sup>:

Name and shareholder	Share of voting rights and capital as of September 1
Niko Pakalén, Partner, Cevian Capital AB (Chair)	13.8%
Eija Ailasmaa, Vice Chair of the Board, Solidium Oy	14.9%
Risto Murto, President and CEO, Varma Mutual Pension Insurance Company	2.5%
Mikko Mursula, Chief Investment Officer, Ilmarinen Mutual Pension Insurance Company	2.2%

1) Chair of the Board, Mikael Lilius, serves as an expert member.

The Nomination Board convened three (3) times and made one (1) unanimous decision without convening. On January 24, 2018, the Nomination Board provided Metso's Board with its proposal for the Annual General Meeting to be held on March 22, 2018.

### The Nomination Board proposes that the Board of Directors will consist of eight (8) members:

- Mikael Lilius (Chair)
  - Christer Gardell (Vice Chair)
  - Peter Carlsson
  - Ozey K. Horton, Jr.
  - Lars Josefsson
  - Nina Kopola
  - Antti Mäkinen
  - Arja Talma
- Mr. Antti Mäkinen will be proposed as a new Board member. Antti Mäkinen (Master of Laws, born 1961, Finnish citizen) is Managing Director of Solidium Oy.

All candidates have given their consent to be elected and have been assessed as being independent of the company and its significant shareholders, except for Christer Gardell and Antti Mäkinen, who have been assessed to be independent of the company but not independent of a significant shareholder.

### Remuneration of the Board members:

- Chair – EUR 120,000
- Vice Chair – EUR 66,000
- Other members – EUR 53,000

### Additional remuneration:

- 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

### Meeting fees (excl. committee meetings) paid based on residence:

- Nordic countries – EUR 800
- Other European countries – EUR 1,600
- Outside Europe – EUR 3,200

As a condition for the annual remuneration, 40% of the fixed annual remuneration is to be used for purchasing Metso's shares.

The Nomination Board notes that a personnel representative will participate as an external expert in the Board meetings also during the next Board term within the limitations imposed by the Finnish law and with no voting rights or legal liability for the Board's decisions. The new Board of Directors will invite the personnel representative as its external expert in its assembly meeting.

### Board of Directors and its committees

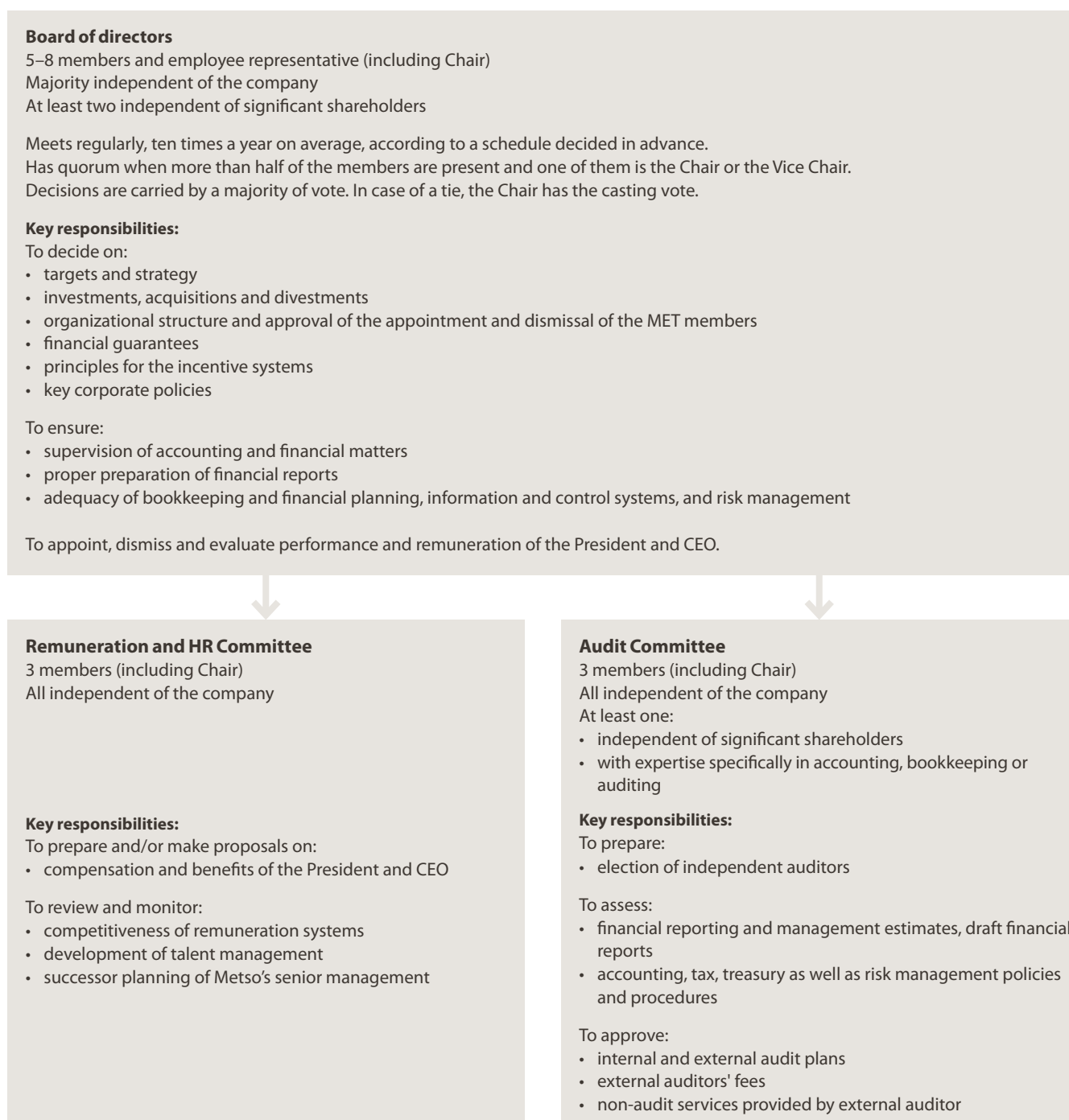
The Board oversees the management and operations of Metso. It also decides on significant matters related to strategy, investments, organization and finances. The Board's main responsibility is to evaluate the strategic direction of Metso and the effectiveness of the

operations and management. The Board must always act in good faith with the best interest of Metso and its shareholders in mind. The Board may not undertake actions that are likely to result in an unjust benefit to a shareholder at the cost of the company or another shareholder.

The Board has two permanent committees: the Audit Committee and the Remuneration and HR Committee. The Board elects the members of these committees from among its members at its annual assembly meeting and monitors the activities of these committees during the year.

The Board's and its committees' main duties are listed in more detail in the Board charter and the committee charters, approved by the Board, available at [www.metso.com/board](http://www.metso.com/board).

## Organization of Board work



## Board authorizations

The Annual General Meeting has granted the following authorizations to the Board. The Board has not exercised on authorizations in 2017, other than conveying 12,590 own shares to management as a reward under the long-term incentive plan.

Authorization	Maximum amount	Validity	Purpose of use
Repurchase and conveyance of the company's own shares	10 million shares (6.7% of shares)	Until June 30, 2018	1. Development of the company's capital structure 2. Financing or carrying out acquisitions, investments or other business transactions 3. Management's incentive plans
Issuance of shares and issuance of special rights entitling to shares	15 million shares (10% of shares)	Until June 30, 2018	Same as above. A directed share issue may be executed without consideration only if there is an especially weighty financial reason to do so, taking the interests of all shareholders into account.

During 2017, Metso's Board also exercised a donation authorization approved by the AGM on March 23, 2017. Metso's Board decided on authorizations to three universities, Tampere University of Technology, Aalto University and the University of Oulu totaling EUR 1 million on June 8, 2017. Valid board authorizations and their details are available at [www.metso.com/board](http://www.metso.com/board).

## Board of Directors and Committee work in 2017

The Annual General Meeting held on March 23, 2017, elected seven members to the Board. Members and their CV's are presented on pages 18–19.

In addition to the duties specified in its charter, in 2017 the Board focused on succession planning and the election of the new President and CEO. The Board also reviewed the strategy and approved changes to our operating model and organizational structure to support the strategy execution.

Special emphasis in the Audit Committee's work in 2017 was

on development initiatives on mining project execution and their controls as well as on financial tools and reporting. This included the upcoming IFRS changes and their implications as well as various compliance-related initiatives. The Remuneration and HR Committee's work was linked to support for the selection process and election of the new President and CEO as well as to the development of long-term incentive structures.

Board members' meeting attendance rates and their remuneration in 2017 are presented in the following tables.

### Members of the Board of Directors, meeting attendance in 2017

January 1 – December 31, 2017	Board	Audit Committee	Remuneration and HR Committee
Mikael Lilius	14/14	-	6/6
Christer Gardell	14/14	-	6/6
Peter Carlsson	12/14	-	-
Ozey K. Horton, Jr.	14/14	-	6/6
Lars Josefsson	14/14	6/6	-
Nina Kopola	14/14	6/6	-
Arja Talma	14/14	6/6	-
Wilson Nélio Brumer <sup>1</sup>	2/3	-	-
Raimo Brand (personnel representative) <sup>2</sup>	10/11	-	-
Markku Aapakari (personnel representative) <sup>1</sup>	2/3	-	-

1) Until AGM 2017.

2) Since AGM 2017.

### Members of the Board of Directors, remuneration in 2017

Member	Total annual fee (EUR) <sup>1</sup>	Number of Metso shares received <sup>2</sup>	Total shareholding as of Dec 31, 2017 (number of shares)
Mikael Lilius	126,200	1,458	32,444
Christer Gardell	73,200	786	6,196
Peter Carlsson	75,200	634	1,579
Ozey K. Horton, Jr.	94,800	634	4,789
Lars Josefsson	61,200	634	3,033
Nina Kopola	61,200	634	3,080
Arja Talma	76,200	824	2,053
Wilson Nélio Brumer <sup>3</sup>	8,400	-	2,399

1) Total fee paid partly in cash, partly in shares.

2) Shares were acquired April 26, 2017.

3) Until AGM 2017.

In the table is presented remuneration paid to members of the Board, who are not employees of Metso.

### Diversity of the Board of Directors

Diversity supports the Board of Directors' optimal competence profile which enables the Board to support Metso in achieving its strategic goals now and in the future. Important diversity factors for Metso's Board of Directors are:

- mutually complementary expertise
- educational background
- experience in different professional areas and industrial sectors
- experience in businesses in various stages of development
- experience in international operating environments
- leadership experience
- personal capabilities
- cultural background
- age and gender breakdown

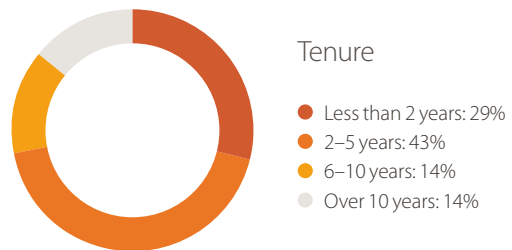
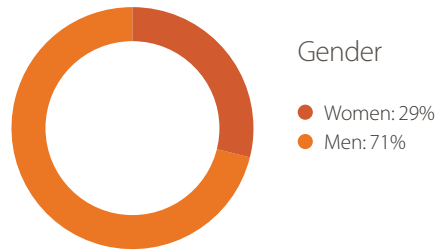
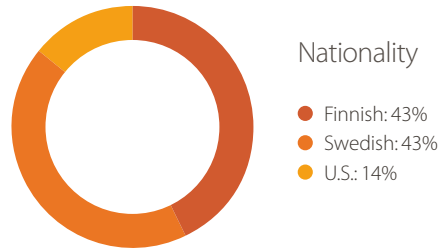
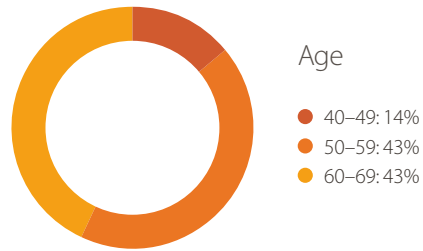
When planning the composition of the Board of Directors, the Nomination Board takes into consideration the needs and development phases of Metso's businesses and the competence areas required by the Board and its committees. In addition, individuals must be qualified for the position, a good fit with Board's competence profile and able to allocate enough time to carry out their responsibilities. To achieve a balanced representation of genders within the Board, the Nomination Board seeks to include representatives of both genders in the Board candidate search and evaluation process. The status and progress of diversity is monitored by the Nomination Board in its self-assessment. There is no specific order of appointment of the Board members.

More about Board diversity is available at [www.metso.com/board](http://www.metso.com/board).

### Diversity of the Board in 2017

The Board of Directors in 2017 represents adequate diversity related to nationalities, professional competencies and gender. The Board has vast experience in different businesses as well as financials and financing. The Board members share different industry backgrounds.

### Diversity of the Board <sup>1</sup>



<sup>1</sup> Composition after AGM 2017.



## Management structure

### President and CEO and Metso Executive Team (MET)

In September 2017, Metso's Board of Directors decided on a new operating model and organization, effective from January 1, 2018 onwards. The President and CEO's main task is to lead the daily operations of Metso with assistance of the Metso Executive Team (MET) to secure the company's success. President and CEO, CFO, Business Area Presidents, SVP Human Resources and Chief Digital Officer form the MET.

The MET assists the President and CEO in the preparation of business matters, such as business plans, strategy, policies and other matters of joint importance. The MET members report directly to the President and CEO and their main task is to lead the daily operations of their respected businesses or corporate support functions. The Business Area heads are responsible for the strategy, financial development and position, operational

performance, operating environment development, customers and competitive situation of their respective business area. They are also responsible for implementing group initiatives and policies and guidelines within the business areas, and for collaboration across business areas.

### Metso Executive Team in 2017

The key themes for MET during the year were related to the further development of sales channels, the services business and digitalization. MET work during the second half of the year was focused on initiating the execution of the profitable growth strategy based on business area specific action plans and the new operating model.

CFO Eeva Sipilä has acted as interim President and CEO as of February 3, 2018, since President and CEO Nico Delvaux resigned on December 18, 2017, and left his duties on February 2, 2018. The MET as of February 3, 2018 is presented on pages 20–21.

#### MET members during 2017

President and CEO	Nico Delvaux	August 1 – December 31, 2017
President and CEO	Matti Kähkönen	January 1 – July 31, 2017
Chief Financial Officer, Deputy to CEO	Eeva Sipilä	January 1 – December 31, 2017
President, Minerals Capital	Victor Tapia	June 1 – December 31, 2017
President, Minerals Capital	João Ney Colagrossi	January 1 – May 31, 2017
President, Minerals Services	Perttu Louhiluoto	January 1 – October 31, 2017
President, Flow Control	John Quinlivan	January 1 – December 31, 2017
Senior Vice President, Human Resources	Merja Kamppari	January 1 – December 31, 2017
Chief Digital Officer	Jani Puroranta	January 1 – December 31, 2017
Senior Vice President, Strategy and Business Development	Olli-Pekka Oksanen	January 1 – November 30, 2017
Senior Vice President, Customer and Marketing Operations	Urs Pennanen	January 1 – December 31, 2017

## Compliance management and Code of Conduct

Metso's Code of Conduct is our key corporate standard: We are committed to integrity including preventing corruption. In addition, several other policies guide our compliance management. We respect all applicable laws and regulations and aim to share regulatory best practices and be a good corporate citizen wherever we operate. Our Code of Conduct describes our corporate culture, commonly accepted practices and commitment to compliance with laws and regulations. In addition, we are committed to the following global initiatives that guide our compliance management:

- UN Global Compact
- UN Sustainable Development Goals
- OECD Guidelines for Multinational Enterprises
- ILO Declaration of Fundamental Principles and Rights at work
- International Chamber of Commerce Business Charter for Sustainable Development
- UN Declaration of Human Rights
- UN Guiding Principles for Business and Human Rights

We respect and support human rights. All our employees are entitled to be treated with respect and discrimination, harassment, or illegal threats are not tolerated. We do not accept or use any form of compulsory, forced or child labor, and we respect applicable national laws and regulations regarding working hours and employee compensation. Our Anti-Corruption Policy supports our zero-tolerance to bribery and corruption, including facilitation payments. We demand

in our third-party agreements that suppliers, business partners and other stakeholders also follow similar standards. All Metso employees have responsibility for compliance. We have a range of internal controls in place. These are described more in detail on pages 10–12.

Compliance management and the related policies are also discussed in the Board of Directors' report in the Financial Statements for 2017, pages 7–9. More information about our Code of Conduct can be found at [www.metso.com/code-of-conduct](http://www.metso.com/code-of-conduct).

### Compliance management in 2017

Metso's Code of Conduct was renewed in 2017 and 99.8% of our employees passed the mandatory training in the required time frame.

## Risk management

We have a systematic and structured approach to risk management across the businesses and processes. Key risks and opportunities are identified against business targets and are an integral part of the businesses' long- and short-term planning. Risk management principles are explained in Metso's Risk Management Policy, which also guides our control environment. As a principle, business areas are responsible for their own risk management. The risk management function has the ultimate oversight throughout the company to ensure visibility of risks and risk management activities covering all risks from strategic and operational risks to financial risks. The goal of risk management is to support Metso's strategy and the achievement of objectives by anticipating and managing potential business threats and opportunities. The Board oversees risk analysis and assessments. More information about our risk management is available in the Financial Statements for 2017, pages 80–81 and our website at [www.metso.com/risks](http://www.metso.com/risks).

## Internal controls

### Main principles of the internal control and risk management systems of the financial reporting process

Our internal control mechanism seeks to ensure compliance with applicable EU laws, regulations and Metso's operating principles as well as the reliability of financial and operational reporting. In addition, it seeks to safeguard Metso's assets and to ensure overall effectiveness and efficiency of the operations to meet the strategic, operational and financial targets. Internal control practices are aligned with the risk management process.

Our internal control and risk management operating model related to financial reporting is designed to provide sufficient assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with:

- Applicable laws and regulations
- Generally accepted accounting principles (IFRS)
- Other requirements for listed companies

Our control standards are regularly updated to be in line with the Committee of Sponsoring Organizations (COSO) framework and our business control environment.

### Control environment

The Board of Directors bears the overall responsibility for the internal control over financial reporting. The Audit Committee's task is to ensure that established principles for financial reporting, risk management and internal control are followed. The President and CEO is responsible, with the assistance of Internal Audit, for maintaining an effective control environment and for the ongoing work on internal control regarding financial reporting. The Internal Audit function reports all relevant issues to the Audit Committee, the President and CEO, the CFO and the responsible MET members.

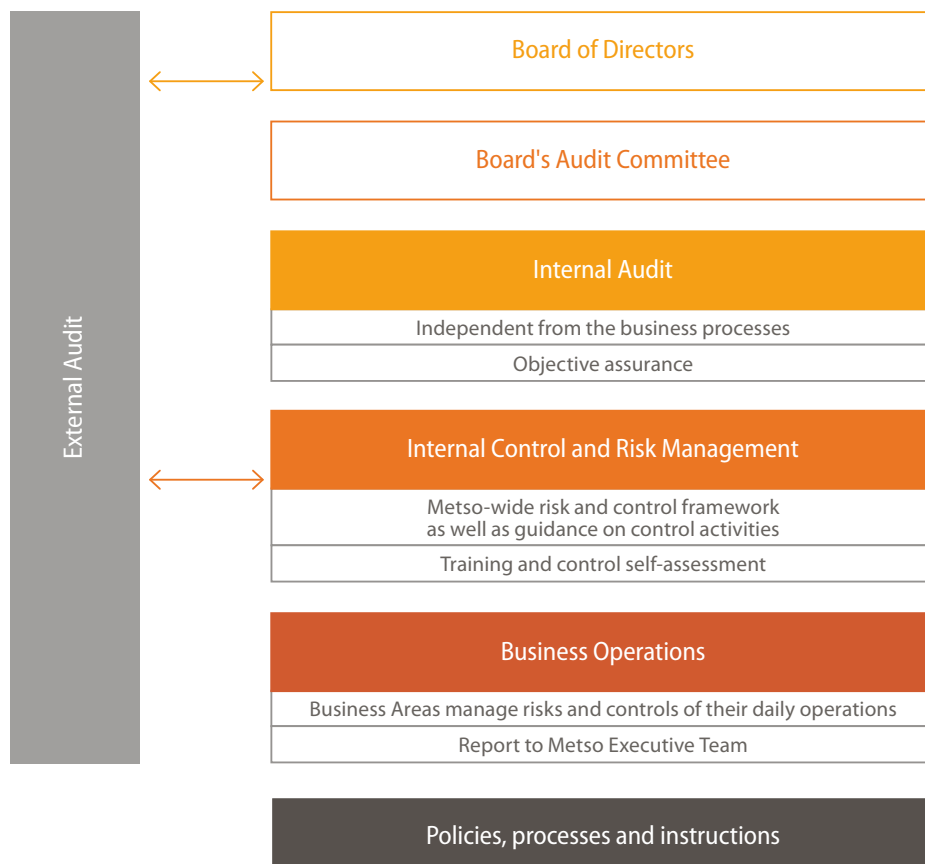
Our internal steering instruments for the internal control of financial reporting primarily consist of:

- Metso's Code of Conduct
- Internal Control Policy
- Internal Control Standards
- Treasury Policy
- Our accounting policies and reporting instructions

The Audit Committee is regularly informed about the financial reporting control environment, including:

- Information on the development of fundamental risk areas
- Activities executed and planned for these essential risk areas
- Measures to mitigate risks

### Risk Management and Internal Control at Metso



**Risk assessment**

Risk assessment regarding financial reporting aims to identify and evaluate the most significant threats affecting the financial reporting at the group, reporting segment, group companies, functions and process levels.

The assessment of risks includes e.g. risks related to fraud and unlawful activities, as well as the risk of loss or misappropriation of assets. Risk assessments result in control targets through which we seek to ensure that the fundamental requirements placed on financial reporting are fulfilled.

**Control activities**

Our control activities are based on the corporate standards, policies, guidelines, instructions and our responsible leadership model to ensure that management directives are carried out and that necessary action is taken to address risks related to the achievement of financial reporting objectives. Metso Compliance Program seeks to ensure compliance with our governance principles in all our units as well as the correctness of our financial reporting. The program is designed to create a coherent control environment by implementing proper internal control principles

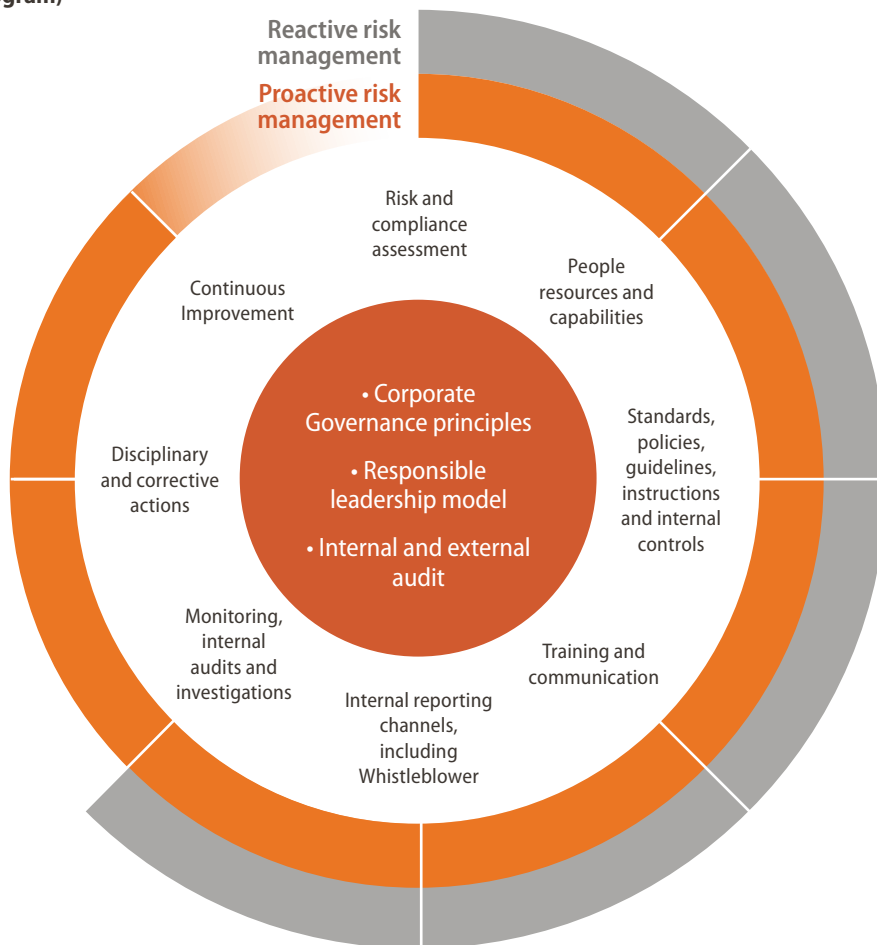
for different business processes and by sharing internal control-related best practices.

Our control standards define the minimum level for internal controls that all units must achieve. All our units are required to perform an annual control self-assessment to ensure they are compliant with the minimum control standards. In addition, our Internal Audit function is responsible for evaluating the operating effectiveness of these controls according to the annual audit plan.

**Information and communication**

To secure an effective and efficient internal control environment, our internal and external communication must be open, transparent, accurate and timely. Accounting policies, financial reporting instructions and the disclosure policy are available on our intranet, and we arrange regular training for our people regarding internal control issues and tools. The Head of Internal Audit reports the results of the internal control work as a standing item on the Audit Committee agenda. The results of the Audit Committee's work in the form of observations, recommendations, as well as proposed decisions and measures are reported to the Board after every Audit Committee meeting.

**Compliance framework at Metso (Metso Compliance Program)**



## Monitoring

The effectiveness of internal control related to financial reporting is monitored by the Board of Directors, the Audit Committee, the President and CEO, Group management, Internal Audit, and the management of the Business Areas and Group companies. Monitoring includes the follow-up of monthly financial reports, review of the rolling estimates and plans, as well as reports from internal and external audit.

Internal audit annually assesses the effectiveness of Metso's operations and the adequacy of risk management and reports the risks and weaknesses related to the internal control processes to the management and the Audit Committee.

## Reporting of suspected financial misconduct

Our guidelines on the prevention of financial misconduct define how suspected misconduct should be reported, how it is investigated and how the issue proceeds. All Metso employees are encouraged to report suspected misconduct to their own supervisors, to other management, or, if necessary, directly to Internal Audit. Additionally, our people can report suspicions of financial misconduct confidentially via the Whistleblower channel, which is maintained by an independent party. The report can be submitted in several languages via the Internet, by phone or by email, and anonymously, if necessary. Suspected misconduct is investigated immediately and confidentially. Internal Audit decides on how the matter will be investigated and reports the suspicion to the Audit Committee. The Legal Affairs and HR functions together implement any measures consequential to possible misconduct.

In 2017, we received three reports of suspected financial misconduct via the Whistleblower channel. Additionally, Internal Audit received eight direct contacts. A total of 11 cases were investigated. There were also cases of misconduct revealed in conjunction with internal audits. The cases of misconduct were reviewed by the Audit Committee in line with our guidelines on reporting misconduct. The cases did not have a significant impact on our financial results.

## Audit

Risk management supports strategic targets and business objectives, and ensures continuity of the operations. To monitor our risk management performance, several auditing processes – both internal and external ones – are in place.

### Internal Audit

The role of Metso's internal audit function is to provide independent, objective assurance and consulting services that add value by contributing to the improvement of operations. Internal audit assists Metso in accomplishing its objectives by bringing a systematic and disciplined approach to evaluate and improve the effectiveness of the organization's governance, risk management and internal control.

The operating principles of internal audit have been defined in the Internal Audit Charter approved by the Board's Audit Committee. The Audit Committee approves annually the internal audit plan, which is developed considering the corporate risk assessment, plans

of the business areas, input from senior management and the Audit Committee. The Head of Internal Audit reports functionally to the Audit Committee and administratively to the CFO.

### External audit

According to the Articles of Association, Metso has one auditor, which must be a firm of authorized public accountants. The aggregate duration of the consecutive terms of a principal auditor may not exceed seven years. This means that Metso's principal auditor Mikko Järventausta can act in that capacity until the end of the audit of the 2023 financial period.

According to the EU's statutory audit directive, the same audit firm can be engaged as the company's auditor for a maximum period of 10 consecutive years, after which the company must put its auditing out to tender. If the same audit firm is reselected through tendering, it can be re-engaged as the auditor for up to a further 10 consecutive years, after which the audit firm must be changed. This means that Ernst & Young Ltd can act as Metso's auditor until the end of the 2021 financial year. After this, Metso must put its auditing out to tender. If Ernst & Young Ltd is reselected in the tendering, it can be re-engaged as Metso's auditing firm consecutively until 2031 at maximum, after which Metso must change its audit firm.

The auditor's statutory obligation is to audit the company's accounting, financial statements and administration for the financial year. The parent company's auditor must also audit the consolidated financial statements and other mutual relationships between Group companies. In conjunction with our annual financial statements, the auditor gives Metso's shareholders an Auditor's Report as required by law.

The auditor reports primarily via the Audit Committee and at least once a year to the Board. The Audit Committee evaluates the performance and services of the independent auditors each year and decides if there is a need to arrange an open tender process.

Metso pre-approval policy ensures that the Audit Committee monitors and approves all non-audit related services provided by the external auditor, including the scope and estimated fees for these services.

### Other risk assessment measures

In addition to Internal and External Audit, there are several other auditing measures in place to secure efficient risk management. More information is available in the Financial Statements for 2017, page 8 (Non financial information).

### Audits in 2017

In 2017, the following internal audits and risk assessments were conducted:

- Metso Risk assessment evaluations, six in total
- Internal Audits according to the annual audit plan approved by the Board Audit Committee, 26 in total, with the addition of Whistleblower and other investigations, 11 in total
- Risk engineering audits, six in total.

The 2017 Annual General Meeting of Shareholders elected Authorized Public Accountant Ernst & Young Oy as the auditor, with Mikko Järventausta as principal auditor. The fees related to auditing work in 2017 amounted to EUR 1.9 million and for tax and other services EUR 0.4 million.

Auditors' fees, EUR million	2017	2016
Audit services	1.9	1.8
Tax services	0.3	0.4
Other services	0.1	0.5
<b>Total</b>	<b>2.3</b>	<b>2.7</b>



## Insider management

The primary legal framework for insider issues consists of:

- Guidelines for Insiders issued by the Nasdaq Helsinki
- Insider laws and regulations, including Market Abuse Regulation (MAR)

According to the MAR, effective since July 2016, we maintain project-specific insider lists. We draw up an insider list for all projects containing inside information. Insiders are given written notification of their status as insiders and instructions on the obligations that apply to insiders.

We observe a 30-day closed window period prior to the publication of financial reports. During this period, the members of the Board of Directors and MET as well as pre-defined Metso employees who participate in preparing these financial reports are not permitted to buy or sell Metso shares.

More information about insider management is available at [www.metso.com/insiders](http://www.metso.com/insiders).

### Related parties' transactions

Metso's related parties include the members of the Board of Directors, the President and CEO and MET, their close family members, as well as companies in which these individuals exercise control. We maintain a register of the related parties.

We have instructions in place and we assess and monitor transactions made by Metso with the aforesaid and their related parties to ensure that potential conflicts of interest are identified and adequately considered in our decision making.

According to the MAR, the Board of Directors, the President and CEO as well as the MET and their closely associated persons are obliged to notify both the company and Finnish Financial Supervision Authority of their transactions with Metso's share.

We will publish stock exchange releases on these transactions when the transactions reach a threshold of EUR 5,000 (without netting) on a yearly level, in accordance with the provisions of the MAR.

More information about management transactions is available at [www.metso.com/managers-transactions](http://www.metso.com/managers-transactions).

### Disclosure practices

Our communications is based on facts. We communicate both positive and negative issues equally and simultaneously to all stakeholders with an aim to give a fair and correct view of our operations. We do not comment on market rumors, the development of our own or competitors' share price, the actions of competitors or customers, or analyst estimates.

Regulated disclosures include information about our financial performance which is released according to a schedule announced in advance. Pursuant to the MAR, any inside information that directly concerns Metso is made public as soon as possible and a business matter containing inside information is disclosed to the market at the time when it is deemed to become inside information.

More information about disclosure practices and our Disclosure Policy is available at [www.metso.com/disclosure-policy](http://www.metso.com/disclosure-policy).

### Silent period

We observe a 21-day silent period prior to the publication of our financial results. During this time, we do not comment on the financial performance, markets or outlook or meet with capital markets representatives or the financial media.

### Insider management and disclosure of information in 2017

In total 17 managerial transaction notifications were published during 2017 and they are available at [www.metso.com/managers-transactions](http://www.metso.com/managers-transactions).

The members of the Board of Directors, the President and CEO, and the members of the Metso Executive Team, that have acted in the duty during 2017, have confirmed for 2017 that neither they nor their related parties have engaged in business transactions with Metso.

# Remuneration

## Letter from the Chair of the Board

### Dear Shareholders,

The objective of remuneration at Metso is to attract, retain and reward our people. Motivated, customer-oriented, performance-driven and innovative people are the key to success and the successful execution of our strategy. We support, develop and encourage our people as individuals and as team members to perform and help Metso to achieve the set financial and operational targets and to strive for excellent performance. Total remuneration structures may vary by country and are aligned with Metso's financial performance as well as with internal and external references. We monitor remuneration levels for similar positions among peer companies.

In 2017, we decided to further strengthen and accelerate our growth strategy implementation with a new operating model and organization, effective from the beginning of 2018. The new operating model will reinforce the accountability of our businesses and speed up implementation of our growth plans and our response to market changes. Consequently, the Board's Remuneration and HR Committee further fine-tuned the existing remuneration practices to strengthen the effect of the new operating model in the strategy implementation.

We adjusted the target setting principles of the short-term incentive plan to support the profitable growth strategy and the new operating model. Target setting was brought closer to each business and market area; thus, individual employee efforts have a more direct influence on the actual short-term incentive results of each employee.

We also decided on changes in our long-term incentive plans commencing at the beginning of 2018. In the long-term incentive plan for top management, the Performance Share Plan, the focus in target setting will continue to be on increasing the total shareholder return of Metso. The plan is intended for those

<b>Base pay and benefits</b>	Compensate for day-to-day job responsibilities performed at expected level. Benefits are aligned with local practice.
<b>Pension</b>	Provide a retirement benefit in line with market practices.
<b>Short-term incentives</b>	Reward for achieving or exceeding financial, business and individual/team short- and mid-term performance targets.
<b>Long-term incentives</b>	Drive long-term shareholder interest. Enforce individual commitment to company.

individuals who truly can influence the share value, and therefore it includes only a small number of participants. For other management and key employees, a new performance and share-value based long-term incentive plan, the Deferred Share Unit Plan, was established. The target setting in this plan is based both on business results and Metso's share price development during the plan period.

Our Remuneration Statement presents Metso's remuneration principles and structures, remuneration and employment terms and conditions of the President and CEO and remuneration of the other Executive Team members. In addition, the Remuneration Statement includes a description of the short- and long-term incentive plans offered to our employees. The Remuneration Statement has been prepared in accordance with the Finnish Corporate Governance Code.

### Mikael Lilius

Chair of the Board of Directors

Chair of the Remuneration and HR Committee

## Remuneration and employment terms of the President and CEO

The Board of Directors decides on the remuneration, benefits and other terms of employment of the President and CEO. The remuneration of the President and CEO comprises a monthly total salary, including customary fringe benefits, such as a car and a mobile phone, as well as housing and medical benefit, pension and short- and long-term incentives. Remuneration levels are reviewed by the Board using market benchmark data.

Metso's President and CEO is entitled to participate in short- and long-term incentive programs according to the respective terms and conditions decided by the Board. The Board assesses the work and performance of the President and CEO.

As announced on January 22, 2018, Metso's Board of Directors appointed CFO Eeva Sipilä as Metso's interim President and CEO as of February 3, 2018. Nico Delvaux left his duties on February 2, 2018.

### Employment terms and conditions of President and CEO Nico Delvaux in 2017

<b>Base salary and fringe benefits</b>	Total annual salary EUR 700,000, including fringe benefits (company car and mobile phone). In addition, entitlement to housing and medical benefits.
<b>Short-term incentive (annual performance bonus)</b>	Annual bonus can be earned in accordance with terms approved by the Board. The maximum bonus is 75 percent of the total annual salary.
<b>Long-term incentives</b>	According to the Long-term Performance Share Plan, the maximum share allocation for the President and CEO corresponds to approximately 150 percent of his annual salary. The purpose of the plan is to align the interests of Metso's management and shareholders in creating shareholder value. In addition, the President and CEO is entitled to participate in a share matching program in which the performance criterion is the adjusted EBITA.
<b>Pension</b>	The retirement age is 63 years. The President and CEO is entitled to participate in a supplementary defined contribution pension plan.
<b>Termination of assignment</b>	The notice period for both parties is six months. Severance pay is the full monthly salary multiplied by eighteen (18) if the agreement is terminated by the company prior to the second anniversary of the employment. After this, the severance pay is twelve (12) months.

## Remuneration of the Executive Team members

The Board's Remuneration and HR Committee decides on the compensation and benefits of the other Executive Team members based on the President and CEO's proposal and general principles approved by the Board. The remuneration comprises a monthly total salary, customary fringe benefits, such as a car and a mobile phone, as well as short- and long-term incentives. Remuneration levels for the Executive Team members are reviewed using market benchmark data.

Executive Team members are entitled to participate in short- and long-term incentive programs according to the respective terms and conditions of the program. The Remuneration and HR Committee evaluates the achievement of the targets for the Executive Team. As long-term incentives, the Executive Team members are included in share plans that are decided and implemented by the Board.

## Remuneration summary for 2017

In 2017, the remuneration of the President and CEO, Matti Kähkönen between January 1 – July 31, 2017 and Nico Delvaux between August 1 – December 31, 2017, amounted to EUR 929,669 (in 2016: EUR 743,861) and the remuneration of other Executive Team members amounted to a total of EUR 2,626,818 (in 2016: EUR 2,367,341). The tables below include the bonuses paid to the Executive Team, including the President and CEO, amounting to a total of EUR 296,517 (in 2016: EUR 298,487).

Executive team benefits also include a supplementary defined contribution pension plan. Former President and CEO Matti Kähkönen was part of a defined benefit pension plan and the Board has outlined that no new supplementary defined benefit pension plans will be introduced.

In 2017, pension insurance premium payments totaled EUR 1,219,566 (in 2016: EUR 707,440).

EUR	Annual salary	Paid performance bonus	Fringe benefits	Share-based payment	Total
<b>2017</b>					
President and CEO Nico Delvaux <sup>1</sup>	299,408	-	9,128	-	308,536
President and CEO Matti Kähkönen <sup>2</sup>	406,765	135,000	12,544	66,824	621,133
Other Executive Team members	2,307,889	161,517	19,205	138,207	2,626,818
<b>Total</b>	<b>3,014,062</b>	<b>296,517</b>	<b>40,877</b>	<b>205,031</b>	<b>3,556,487</b>

1) President and CEO between August 1 – December 31, 2017.

2) President and CEO between January 1 – July 31, 2017.

### 2016

President and CEO	610,136	111,840	21,885	-	743,861
Other Executive Team members	2,150,756	186,647	29,938	-	2,367,341
<b>Total</b>	<b>2,760,892</b>	<b>298,487</b>	<b>51,823</b>	<b>-</b>	<b>3,111,202</b>

## Short-term incentives

Our short-term incentive plan, Metso Bonus, covers approximately 6,000 employees globally, including the Executive team. The Board approves the Group level terms and targets for the Metso Bonus annually. In addition, the Board annually sets and approves the President and CEO's short-term incentive plan.

The Metso Bonus payout, if any, is mainly based on the achievement of predefined financial targets. For 2017, the financial targets were the adjusted EBITA, orders received and cash flow for the Metso Group or Business Area in question. In addition to the financial targets, individual, team and business bonus performance targets are used.

### Maximum Metso Bonus payout, % of total annual salary

	Maximum Bonus payout
President and CEO	75%
Other Executive Team members	40–60%
Other Metso employees	40%
	(at highest, maximum varies based on role)

In addition to the Metso Bonus, local productivity plans are designed to drive and support the performance of various production units. Targets for local productivity plans are mainly based on productivity, quality and safety KPIs. Local mandatory bonus plans are defined by local legislative requirements and are typically profit-sharing plans.

According to our Performance and Reward Policy, an employee can participate in a one bonus plan at a time.

## Long-term incentives

The Board decides on and implements Metso's long-term incentive plans. The purpose of these plans is to align the interests of the management and Metso's shareholders. The plans also aim to ensure long-term commitment of management and to offer them a competitive reward scheme.

Any shares to be potentially rewarded in these incentive plans are acquired through public trading, and therefore have no diluting effect on the share value. Share repurchase and share issue authorizations are obtained from the Annual General Meeting. Current valid authorizations are presented at [www.metso.com/board](http://www.metso.com/board). There are no options outstanding or available from any of Metso's prior option programs.

Metso has a share ownership recommendation policy for the members of the Executive Team including President and CEO. In accordance with this policy, at least 50% of the share rewards (net shares after deduction of the applicable payroll tax) received by these individuals under the Performance Share Plans shall be retained until the share ownership of the individual Metso participant amounts to his/her annual gross base salary.

### Long-term Incentive Plan 2012–2014

In December 2011, the Board decided to establish a share-based incentive plan that had three performance periods and a related two-year vesting period. For each performance period, the performance criteria and participants were subject to a separate decision by the Board.

All performance periods and related two-year vesting periods have now been completed. In March 2017 a total of 12,590 treasury shares were used to pay rewards to 49 participants; the Executive Team at the time of payment received a reward of 3,875 shares. In March 2015, a total of 95,270 treasury shares were used to pay rewards to 56 participants. No shares were delivered in March 2016 as the targets set for the performance period 2013 were not met.

## 2017 Performance measures



### Long-term Incentive Plans 2015 onwards

In December 2014, the Board decided on a long-term share-based incentive plan for the Metso management and key employees, with a Performance Share Plan (PSP) as the main structure. In addition, the Board decided to establish a Restricted Share Plan (RSP) as a complementary share-based incentive structure for specific situations.

The commencement of each new PSP and RSP plan and the earnings criteria for each new PSP plan will be subject to a separate decision by the Board. The PSP consists of annually commencing performance share plans, each with a three-year earning period, and the complementary RSP consists of annually commencing restricted share plans, each with a three-year vesting period.

The possible rewards will be paid partly in Metso's shares and partly in cash. If a participant's employment or service ends for reasons relating to the participant before the reward payment, no reward will be paid from either of these plans.

In December 2017, the Board decided to continue with the Performance Share Plan (PSP) as the main structure for President and CEO and selected senior executives. In addition, the Board decided to continue a Restricted Share Plan (RSP) as a complementary share-based incentive structure for specific situations.

The potential share reward payable under the PSP 2018–2020 is based on the total shareholder return of Metso's share during 2018–2020. The plan covers a total of 11 employees, including the President and CEO, Executive Team members and selected key management nominated by the Board. The PSP 2018–2020 will comprise a maximum of 160,000 reward shares (gross before deduction of the applicable payroll tax).

According to the Board's decision, the maximum number of shares that may be allocated and delivered within the RSP 2018–2020 totals 50,000 reward shares (gross before deduction of the applicable payroll tax). The Board approves nominations for the RSP plan based on the President and CEO's proposal.



#### Status of the ongoing Performance Share Plans as of December 31, 2017

Performance Share Plans	PSP 2015–2017	PSP 2016–2018	PSP 2017–2019
Current number of participants	79	86	95
Maximum number of gross shares to be paid <sup>1</sup>			
- CEO and the Executive team	16,600	51,800	110,000
- Other participants	269,610	324,200	285,800
Total maximum number of gross shares to be paid <sup>1</sup>	286,210	376,000	395,800
Performance criteria	TSR <sup>2</sup> of Metso's share during 2015–2017	TSR <sup>2</sup> of Metso's share during 2016–2018	TSR <sup>2</sup> of Metso's share during 2017–2019
Share delivery year	2018	2019	2020

1) Maximum number of gross shares, taxes included, payable if the performance criteria is achieved in full.

2) Total shareholder return.

#### Status of the ongoing Restricted Share Plans as of December 31, 2017

Restricted Share Plans	RSP 2015–2017	RSP 2016–2018	RSP 2017–2019
Current number of participants	0	0	5
Number of gross shares nominated <sup>1</sup>	-	-	15,900
Share delivery year	2018	2019	2020

1) Maximum number of gross shares, taxes included.

#### Long-term Incentive Plan 2018 onwards

In addition to the already existing PSP and RSP plans, in December 2017 the Board decided to implement a Deferred Share Unit Plan (DSUP), an additional long-term share value-based incentive plan for the Metso management and key employees.

DSUP is a long-term share value-based incentive plan that aligns and rewards employee's performance and share value development during a performance period. The plan consists of approximately 120 key employees, who are not participating in the PSP 2018–2020 plan, and is payable after three years of the program commencing if the terms of payment are met.

Any potential rewards from DSUP 2018–2020 will be paid in 2021. If a participant's employment or service ends for reasons relating to the participant before the reward payment, no reward will be paid. The maximum amount of rewards payable based on the first plan for the years 2018–2020, based on the average price of the Metso share on December 13, 2017, is approximately EUR 9 million (gross before the deduction of applicable payroll tax). The final value of this individual plan will depend both on the achievement of the performance targets set by the Board of Directors for 2018 and the development of Metso's share price during 2019–2020.

#### Remuneration of the Board

The Annual General Meeting decides on the remuneration to the members of the Board for one term of office at a time.

According to the decision of the 2017 Annual General Meeting, the annual fees paid to Board members in 2017 were:

- Chair – EUR 110,000
- Vice Chair – EUR 62,000
- Other members – EUR 50,000

Additional remuneration:

- Chair of the Audit Committee – EUR 15,000
- Chair of the Remuneration and HR Committee – EUR 5,000

Meeting fees (incl. committee meetings) paid based on residence:

- Nordic countries – EUR 700
- Other European countries – EUR 1,400
- Outside Europe – EUR 2,800

Compensation for travel expenses and daily allowances was paid in accordance with our travel policy.

Based on the decision of the 2017 Annual General Meeting, 40 percent of the Board's annual fees were used to buy Metso shares from the market. Altogether, 5,604 shares were acquired on April 26, 2017. There are no special terms or conditions associated with owning these shares.

The Board members, none of whom are employees of Metso, were paid annual remuneration and meeting fees totaling EUR 576,400 during the financial year that ended December 31, 2017. The Board members are not covered by Metso's bonus plans, share-based incentive schemes or pension plans. Fees paid to the Board in 2017 are presented more in detail on page 7.

# Board of Directors

December 31, 2017



## Mikael Lilius

Chair of the Board since 2013  
Member of the Board since 2013

**Nationality:** Finnish

**Born:** 1949

**Education**

B.Sc. (Econ.)

**Main occupation**

Several positions of trust

**Committee memberships**

Chair of the Remuneration and HR Committee

**Independence**

Independent of the company

Independent of significant shareholders

**Remuneration in 2017**

126,200 EUR including 1,458 shares

**Meeting attendance in 2017**

14/14 Board meetings

6/6 Remuneration and HR Committee meetings

**Total shareholding as of Dec 31, 2017**

32,444 shares

**Other positions of trust**

Chairman of the Board: Wärtsilä Oyj Abp &

Ahlström Capital Oy

Member of the Board: Evli Bank Oyj

Supervisory Board member: Ab Kelonia Oy



## Christer Gardell

Vice Chair of the Board since 2013  
Member of the Board since 2006

**Nationality:** Swedish

**Born:** 1960

**Education**

MBA

**Main occupation**

Managing Partner and co-founder, Cevian Capital

**Committee memberships**

Member of the Remuneration and HR Committee

**Independence**

Independent of the company

Not independent of significant shareholders

**Remuneration in 2017**

73,200 EUR including 786 shares

**Meeting attendance in 2017**

14/14 Board meetings

6/6 Remuneration and HR Committee meetings

**Total shareholding as of Dec 31, 2017**

6,196 shares

**Other positions of trust**

Member of the Board: Vesuvius Plc



## Peter Carlsson

Member of the Board since 2016

**Nationality:** Swedish

**Born:** 1970

**Education**

M.Sc. (Economics, Production & Quality Control)

**Main occupation**

Angel investor, advisor and entrepreneur

**Committee memberships**

None

**Independence**

Independent of the company

Independent of significant shareholders

**Remuneration in 2017**

75,200 EUR including 634 shares

**Meeting attendance in 2017**

12/14 Board meetings

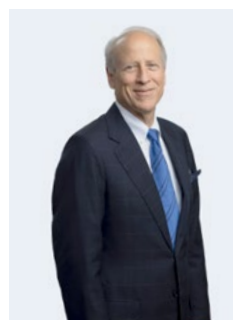
**Total shareholding as of Dec 31, 2017**

1,579 shares

**Other positions of trust**

Member of the Board: Gränges, Cleantech Invest,

Ketra Lightning, US, Orbital Systems AB



## Ozey K. Horton, Jr.

Member of the Board since 2011

**Nationality:** U.S. citizen

**Born:** 1951

**Education**

MBA, BSE

**Main occupation**

Board professional, independent advisor

**Committee memberships**

Member of the Remuneration and HR Committee

**Independence**

Independent of the company

Independent of significant shareholders

**Remuneration in 2017**

94,800 EUR including 634 shares

**Meeting attendance in 2017**

14/14 Board meetings

6/6 Remuneration and HR Committee meetings

**Total shareholding as of Dec 31, 2017**

4,789 shares

**Other positions of trust**

Member of the Board: Louisiana-Pacific

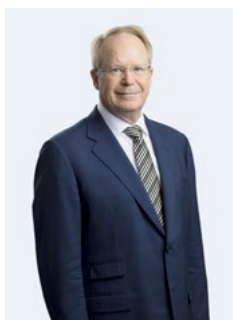
Corporation (U.S.), The Dabbagh Group Holding

Co. Ltd, Worthington Industries (U.S.), Spoleto

Festival (U.S.), Gaillard Performance Hall

Campaign Cabinet (U.S.) and Medical University

of South Carolina (MUSC) Hollings Cancer Center



### Lars Josefsson

Member of the Board since 2013

**Nationality:** Swedish

**Born:** 1953

**Education**

M.Sc. (Eng. Physics)

**Main occupation**

Independent consultant

**Committee memberships**

Member of the Audit Committee

**Independence**

Independent of the company

Independent of significant shareholders

**Remuneration in 2017**

61,200 EUR including 634 shares

**Meeting attendance in 2017**

14/14 Board meetings

6/6 Audit Committee meetings

**Total shareholding as of Dec 31, 2017**

3,033 shares

**Other positions of trust**

Chairman of the Board: Ouman Oy, Driconeq AB and Timezynk AB

Vice Chairman of the Board: Vestas Wind Systems  
Member of the Board: Holmen AB



### Arja Talma

Member of the Board since 2016

**Nationality:** Finnish

**Born:** 1962

**Education**

M.Sc. (Finance), eMBA

**Main occupation**

Board professional

**Committee memberships**

Chair of the Audit Committee

**Independence**

Independent of the company

Independent of significant shareholders

**Remuneration in 2017**

76,200 EUR including 824 shares

**Meeting attendance in 2017**

14/14 Board meetings

6/6 Audit Committee meetings

**Total shareholding as of Dec 31, 2017**

2,053 shares

**Other positions of trust**

Chairman of the Board: Serena Properties AB  
Member of the Board: Aktia Bank Plc, Posti Group Oyj and Mehiläinen Oy



### Nina Kopola

Member of the Board since 2013

**Nationality:** Finnish

**Born:** 1960

**Education**

M.Sc. (Chemical Eng.), Technology Licentiate

**Main occupation**

President and CEO, Suominen Corporation

**Committee memberships**

Member of the Audit Committee

**Independence**

Independent of the company

Independent of significant shareholders

**Remuneration in 2017**

61,200 EUR including 634 shares

**Meeting attendance in 2017**

14/14 Board meetings

6/6 Audit Committee meetings

**Total shareholding as of Dec 31, 2017**

3,080 shares

**Other positions of trust**

Member of the Board: Finnish Textile and Fashion  
Supervisory Board member: Ilmarinen Mutual Pension Insurance Company

# Metso Executive Team

February 3, 2018



## **Eeva Sipilä**

**Interim President and CEO, CFO**  
Joined the company in 2016  
Member of the Executive Team since 2016

**Nationality:** Finnish

**Born:** 1973

**Education**

M.Sc. (Econ.), CEFA

**Total shareholding as of Dec 31, 2017**

7,661 shares

**Key experience**

CFO, Cargotec Corporation, 2008–2016  
Senior Vice President, Investor Relations and Communications, Cargotec Corporation, 2005–2008  
Vice President, Investor Relations, Metso Corporation, 2002–2005  
Equity Analyst, Mandatum, Sampo-Leonia and Leonia Bank, 1999–2002

**Key positions of trust**

Member of the Board and Audit Committee, Outokumpu Corporation, 2017–



## **Victor Tapia**

**President, Mining Equipment**  
Joined the company in 2017  
Member of the Executive Team since 2017

**Nationality:** Peruvian

**Born:** 1966

**Education**

Bachelor in Geology, Engineering Geologist

**Total shareholding as of Dec 31, 2017**

No shares

**Key experience**

President, Surface and Exploration Drilling, Atlas Copco AB, 2013–2016  
President, Geotechnical and Exploration, Atlas Copco AB, 2011–2013  
General Manager, Atlas Copco Mining and Construction in Mexico, 2007–2011  
Business Development Manager, Atlas Copco Mining and Construction in Argentina, 2005–2007



## **Mikko Keto**

**President, Minerals Services**  
Joined the company in 2010  
Member of the Executive Team since 2018

**Nationality:** Finnish

**Born:** 1967

**Education**

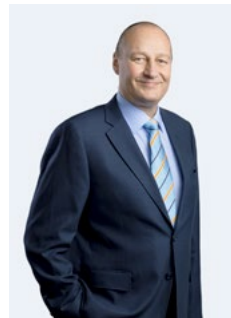
M.Sc. in Economics

**Total shareholding as of Dec 31, 2017**

No shares

**Key experience**

Senior Vice President, Spare Parts business line, Metso, 2016–2017  
Several management positions in different services functions, Metso, 2010–2015  
Head of Sales, Maintenance business unit, KONE Corporation, 2008–2009  
Various international management and sales positions, Nokia Networks, 1994–2007



## **Markku Simula**

**President, Aggregates Equipment**  
Joined the company in 1991  
Member of the Executive Team since 2018

**Nationality:** Finnish

**Born:** 1966

**Education**

M.Sc. in Engineering

**Total shareholding as of Dec 31, 2017**

3,941 shares

**Key experience**

Senior Vice President, Aggregates business line, Metso, 2016–2017  
Senior Vice President, Oil and Gas business line, Metso, 2014–2015  
President, Flow Control business unit, Metso, 2008–2014  
Various international management positions, Metso Automation, Neles Automation, Neles Controls and Neles-Jamesbury, 1991–2008





**Sami Takaluoma**

**President, Minerals Consumables**  
**Joined the company in 1997**  
**Member of the Executive Team since 2018**

**Nationality:** Finnish  
**Born:** 1973  
**Education**  
M.Sc. in Engineering  
**Total shareholding as of Dec 31, 2017**  
91 shares  
**Key experience**  
Vice President, Market area Nordics, Metso, 2014–2017  
General Manager, Market Area UK & Ireland, Metso, 2010–2014  
Various management positions, Wears Business line, Metso, 2003–2010



**Uffe Hansen**

**President, Recycling**  
**Joined the company in 2016**  
**Member of the Executive Team since 2018**

**Nationality:** Danish  
**Born:** 1969  
**Education**  
Master Sc. B.A.  
**Total shareholding as of Dec 31, 2017**  
No shares  
**Key experience**  
Senior Vice President, Recycling business line, Metso, 2016–2017  
Chief Commercial Officer, Triax A/S, 2013–2016  
Vice President, Global Sales and Service, Metso Recycling, 2011–2013  
Various management positions, Stibo Group, 1996–2011



**John Quinlivan**

**President, Valves, and Pumps**  
**Joined the company in 1989**  
**Member of the Executive Team since 2015**

**Nationality:** U.S. citizen  
**Born:** 1961  
**Education**  
B.S. Mechanical Engineering  
**Total shareholding as of Dec 31, 2017**  
3,103 shares  
**Key experience**  
Senior Vice President, Global Operations, Metso Flow Control and Metso Automation, 2012–2015  
President, Metso Automation and Field Systems North America, 2004–2012



**Merja Kamppari**

**Senior Vice President, Human Resources**  
**Joined the company in 2009**  
**Member of the Executive Team since 2011**

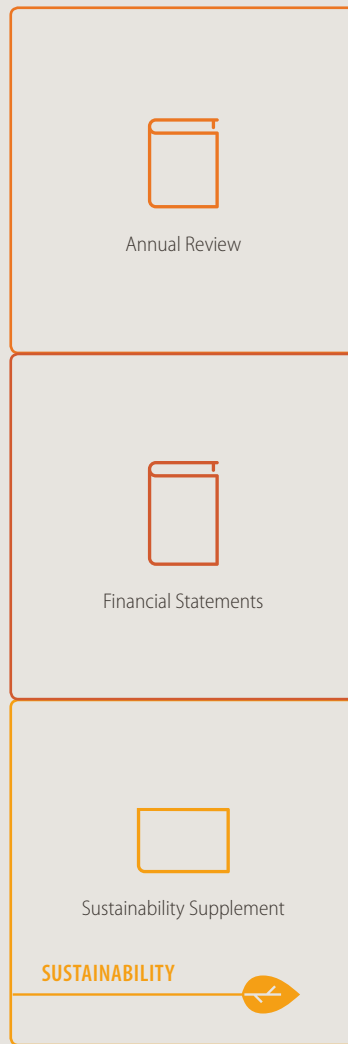
**Nationality:** Finnish  
**Born:** 1958  
**Education**  
M.Sc. (Econ.)  
**Total shareholding as of Dec 31, 2017**  
8,207 shares  
**Key experience**  
Head of Operational Excellence, HR and Head of Global HR, Nokia Siemens Networks, 2007–2009  
Vice President, Human Resources, Nokia Networks, 2005–2007  
Several international managerial HR positions, Nokia Networks, 1998–2005



**Jani Puronta**

**Chief Digital Officer**  
**Joined the company in 2016**  
**Member of the Executive Team since 2016**

**Nationality:** Finnish  
**Born:** 1974  
**Education**  
M.Sc. Economics, MBA (INSEAD)  
**Total shareholding as of Dec 31, 2017**  
No shares  
**Key experience**  
Director for Analytics and Product Strategy, Bilot, 2014–2016  
Managing Director and CEO, Alekstra, 2011–2013  
CEO and other managerial positions in Wulff Oy, 2008–2011



## Metso's Annual Report 2017

Our Annual Report 2017 consists of four reports: a printed Annual Review and a printed Financial Statements, which are available in Finnish and English, Corporate Governance Statement which is available as a PDF in Finnish and in English as well as an externally assured Sustainability Supplement available as a PDF in English. All reports can be viewed as PDF files on our website [www.metso.com/2017](http://www.metso.com/2017). The reports for the year 2017 present Metso's strategy, our businesses, our customer industries, and sustainability issues.

Welcome to explore more at [www.metso.com/2017](http://www.metso.com/2017)

## Financial calendar 2018

<b>Financial Statements Review 2017</b> February 2, 2018	<b>Annual Report 2017</b> February 23, 2018	<b>Annual General Meeting</b> March 22, 2018	<b>Interim Review</b> April 25, 2018	<b>Half-Year Review</b> July 26, 2018	<b>Interim Review</b> October 26, 2018
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## Read more

- > Further information about our governance available at [www.metso.com/governance](http://www.metso.com/governance)
- > Annual General Meeting information at [www.metso.com/annual-general-meeting](http://www.metso.com/annual-general-meeting)
  - registration details
  - notice
  - resolutions
  - information from previous meetings
- > Remuneration information at [www.metso.com/remuneration](http://www.metso.com/remuneration)
- > Corporate Governance Statements at [www.metso.com/cg-statements](http://www.metso.com/cg-statements)
- > Articles of Association at [www.metso.com/articles-of-association](http://www.metso.com/articles-of-association)
- > Disclosure Policy at [www.metso.com/disclosure-policy](http://www.metso.com/disclosure-policy)
- > Board and Committee charters at [www.metso.com/board](http://www.metso.com/board)

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