

DECISION PROPOSALS TO THE ANNUAL GENERAL MEETING (THE “GENERAL MEETING”) OF METSO OUTOTEC CORPORATION (“METSO OUTOTEC” OR THE “COMPANY”) TO BE HELD ON APRIL 23, 2021

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 0.20 per share (in the aggregate approximately EUR 165.8 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, 2020, 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 0.10 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 Ltd on the dividend record date, April 27, 2021. The Board of Directors proposes that the first dividend instalment be paid on May 4, 2021.
- The second dividend instalment of EUR 0.10 per share shall be paid in November 2021 to the shareholders who are registered as shareholders in the Company’s register of shareholders as maintained by Euroclear Finland Ltd 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 November 1, 2021. Pursuant to the current rules of the Finnish book-entry system, the dividend record date would be November 3, 2021 and the date of payment November 10, 2021.

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.

As shareholders can only participate in the General Meeting by voting in advance, the Company’s remuneration report for the Company’s governing bodies for the financial year January 1 – December 31, 2020, which will be published by a stock exchange release and will also be made available on the Company’s website at <https://www.mogroup.com/corporate/investors/governance/agm/2021/> no later than on March 19, 2021, will be deemed to have been presented to the General Meeting.

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 the same fixed annual remuneration as in the previous term as follows: EUR 150,000 for the Chair of the Board of Directors, EUR 80,000 for the Vice Chair of the Board of Directors and EUR 65,000 for the other members of the Board of Directors each, as well as an additional EUR 23,000 for the Chair of the Audit Committee, an additional EUR 10,000 for the other members of the Audit Committee each, an additional EUR 12,000 for the Chair of the Remuneration and HR Committee, and an additional EUR 5,000 for the other members of the Remuneration and HR Committee each.

February 16, 2021

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, 2021 on April 23, 2021.

The Shareholders' Nomination Board further proposes to the General Meeting that the members of the Board of Directors be paid the same meeting fees for attendance at each Board and committee meeting as in the previous term as follows: a fee of EUR 900 be paid to the members residing in the Nordic countries, a fee of EUR 1,800 be paid to the members residing in other European countries and a fee of EUR 2,700 be paid to the members residing outside Europe. In addition, members of the Board of Directors be compensated direct expenses arising from Board work.

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 seven (7) (previously: ten (10)).

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 members of the Board of Directors for the term ending at the closing of the Annual General Meeting 2022: Klaus Cawén, Christer Gardell, Antti Mäkinen, Ian W. Pearce, Kari Stadigh, Emanuela Speranza and Arja Talma. The Shareholders' Nomination Board states that Matti Alahuhta, Hanne de Mora and Mikael Lilius were not available for re-election.

The Shareholders' Nomination Board proposes that the General Meeting resolves to 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 2022.

All the candidates have given their consent to the election, and are considered independent of Metso Outotec and its significant shareholders, except for Antti Mäkinen, who would be dependent of a significant shareholder of Metso Outotec. More information on the nominees is available on the Company's website at <https://www.mogroup.com/corporate/investors/governance/agm/2021/>.

Resolution on the remuneration of the Auditor

(agenda item 14)

On the recommendation of the Audit 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 Auditor

(agenda item 15)

On the recommendation of the Audit 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 2022. Ernst & Young Oy has announced that it will appoint Mikko Järventausta, APA, as the principally responsible auditor.

Authorizing the Board of Directors to decide on the repurchase of the Company's own shares

(agenda item 16)

February 16, 2021

The Board of Directors proposes that the General Meeting authorizes the Board of Directors to decide 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 decide 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 2022.

Authorizing the Board of Directors to decide on the issuance of shares and the issuance of special rights entitling to shares

(agenda item 17)

The Board of Directors proposes that the General Meeting authorizes the Board of Directors to decide 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 decide 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 2022.