

BOARD REMUNERATION AND HUMAN RESOURCES COMMITTEE CHARTER

General

The Board’s Remuneration and Human Resources Committee’s (the “RHRC Committee”) duties are defined by the Finnish Corporate Governance Code 2020, the Board Charter and this RHRC Charter approved by the Board.

The purpose of the Committee is to review and monitor personnel development programs, succession planning and retention of key employees as well as review the competitiveness of the remuneration and incentive systems and principles within Metso, prepare and make proposals to the Board for the remuneration and benefits of the CEO upon the remuneration and benefits of the Metso Leadership Team members.

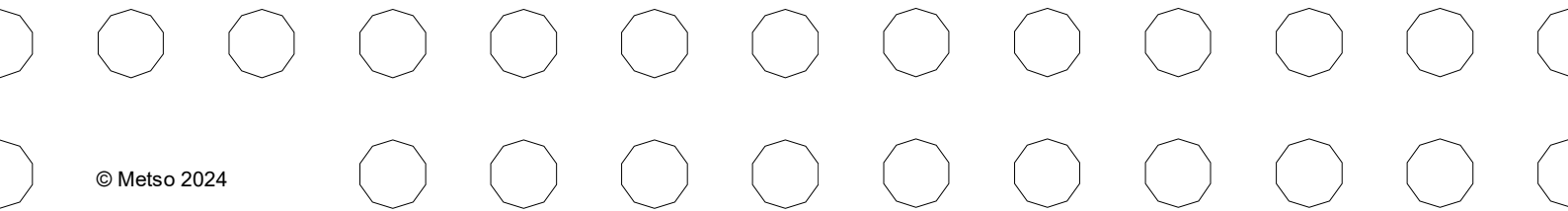
Composition

The composition of the Committee is determined by the Board of Directors. The Committee consists of the Chairman and at least two members which the Board selects amongst its members. The Board of Directors nominates the Chairman of the Committee. The majority of the Committee members shall be independent of the Company. The members of the Committee shall have the expertise and experience necessary to carry out the duties of the Committee.

Duties of the Committee

- To carry out its purpose and responsibilities, the Committee shall, in particular undertake the following activities:
1. The Committee evaluates the performance and compensation of the CEO and together with the Chair of Board prepares and makes proposals to the Board for appointment and compensation of the CEO.
 2. Based on the preparation by CEO, the Committee makes a proposal to the Board regarding the appointment of Metso Leadership Team members. The Chairman of the Board will have an interview based on grandfather principle.
 3. The RHR Committee proposes to the Board of Directors remuneration and benefits to the executive officers reporting to the CEO
 4. The Committee reviews key people development programs, succession planning and talent development.
 5. The Committee prepares the remuneration policy and remuneration report for the Metso governing bodies to be presented to the Annual General Meeting of Shareholders.

The Committee shall not administer duties and tasks belonging to the Board’s Nomination Committee according to prevailing recommendations of the Finnish Corporate Governance Code.



Meetings and Reporting to the Board

The RHRC meets regularly at least two (2) times per year. The Committee establishes the annual calendar including the topics to be discussed and reviewed at each meeting.

The Chairman of the Committee has the responsibility to lead the RHRC's work and to ensure that the RHRC attends to the tasks that fall within its authority. The Chairman oversees preparing the agenda for the Committee meetings.

The Secretary to the Committee shall be nominated by the Committee. Minutes shall be prepared for each meeting. The Committee reports on its work to the Board of Directors. The Chairman of the Committee presents to the Board a summary report of the Committee meeting. Furthermore, the minutes of the Committee meeting and material of the RHRC is made available to the Board Members.

The Committee may invite to the meetings representatives of the management and external auditors, as the Committee may deem appropriate. The Committee is allowed to use external consultants and experts when necessary.

The Committee shall review its performance annually and report to the Board thereon.

This Charter was adopted by the Board of Directors of Metso Oyj on June 30, 2020.
This Charter has been reviewed without changes on April 25, 2024.