



**PROPOSAL OF THE BOARD OF DIRECTORS ON THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND THE PAYMENT OF DIVIDEND**

*The Board of Directors proposes that a dividend of EUR 0,90 per share be paid based on the balance sheet to be adopted for the financial year which ended December 31, 2020 and the remaining part of profit be retained and carried further in the Company's unrestricted equity.*

*The dividend shall be paid to shareholders who on the dividend record date 25 March 2021 are registered in the Company's shareholders' register held by Euroclear Finland Ltd. The dividend shall be paid on April 7, 2021.*

*In Espoo, 4 February 2021*

VALMET OYJ

*Board of Directors*

## NOMINATION BOARD PROPOSAL

### PROPOSED NOMINATION BOARD RESOLUTION:

#### **Board composition**

The Nomination Board decided to propose to the Annual General Meeting that the number of the Board members is eight and that

- Aaro Cantell, Pekka Kemppainen, Monika Maurer, Mikael Mäkinen, Eriikka Söderström, Tarja Tyni and Rogerio Ziviani are re-elected as Board members,
- Per Lindberg is elected as a new Board member, and
- Mikael Mäkinen is re-elected as the Chairman of the Board and Aaro Cantell is re-elected as the Vice-Chairman of the Board

for the term expiring at the close of the Annual General Meeting 2022.

#### **Board remuneration**

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 at the Annual General Meeting for the term until the close of the Annual General Meeting in 2022 be increased and as follows:

- EUR 118,000 for the Chairman of the Board (2020: 115,000),
- EUR 70,000 for the Vice-Chairman of the Board (2020: 67,500),
- EUR 56,000 for a Board member (2020: 54,000).

Furthermore, the Nomination Board proposes that a base fee of EUR 7,000 shall be paid for each member of the Audit Committee, EUR 14,000 for the Chairman of the Audit Committee, EUR 4,000 for each member of the Remuneration and HR Committee, and EUR 6,000 for the Chairman of the Remuneration and HR Committee.

In addition, the Nomination Board proposes that a meeting fee in the amount of EUR 750 (2020: EUR 700) shall be paid for those members whose place of residence is in Nordic countries, EUR 1,500 (2020: EUR 1,400) for those members whose place of residence is elsewhere in Europe and EUR 3,000 (2020: EUR 2,800) 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 750 shall be paid to Board members. Furthermore, the Nomination Board proposes that a meeting fee of EUR 1,500 shall be paid to Board members for a Board travel meeting.

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 decision to use 40 percent of the fixed annual remuneration for purchasing Valmet Oyj shares at a price formed on a regulated market on the main list of Nasdaq Helsinki 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, 2021.



## **PROPOSAL OF THE BOARD DIRECTORS ON EXTERNAL AUDITOR AND REMUNERATION**

*Based on the proposal of the Audit Committee, the Board of Directors proposes that PricewaterhouseCoopers Oy, authorised public accountants, be elected Auditor of the Company. PricewaterhouseCoopers Oy has stated that Mr Pasi Karppinen, APA, will act as responsible auditor.*

*Based on the proposal of the Audit Committee, the Board of Directors proposes 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, 4 February 2021*

*VALMET OYJ*

*Board of Directors*



**PROPOSAL OF THE BOARD OF DIRECTORS TO AUTHORISE THE BOARD OF DIRECTORS TO RESOLVE ON REPURCHASING VALMET OYJ'S SHARES**

*The Board of Directors proposes that it be authorised to decide on the repurchase of the Company's own shares in one or several tranches. The maximum number of shares to be repurchased shall be 5,000,000 shares, which corresponds to approximately 3.3 percent of all the shares in the Company. Based on the authorisation, 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 stock exchange main list maintained by Nasdaq Helsinki Ltd on the date of the repurchase.*

*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 in an incentive scheme, however so that a maximum of 500,000 shares may be repurchased to be used in an incentive scheme, which corresponds to approximately 0.3 percent of all the shares in the Company.*

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

*The authorisation shall remain in force until the close of the next Annual General Meeting, and it cancels the authorisation granted in the Annual General Meeting of June 16, 2020 related to the repurchasing of the Company's own shares*

*In Espoo, 4. February 2021*

*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 that it be authorised to decide on the issuance of shares as well as the issuance of special rights entitling to shares pursuant to Chapter 10(1) of the Finnish Limited Liability 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 Oyj. Based on this authorisation, the Board of Directors may also decide 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 Limited Liability Companies Act.*

*Based on this authorisation, a maximum number of 15,000,000 shares may be issued, which corresponds to approximately 10.0 percent of all the shares in Valmet Oyj.*

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

*The Board of Directors may decide on all other terms of the issuance of shares and special rights entitling to shares pursuant to Chapter 10(1) of the Finnish Limited Liability Companies Act. The Board of Directors may use this authorisation, 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 in incentive schemes, however so that the Board of Directors may issue a maximum of 500,000 shares to be used in incentive schemes, which corresponds to approximately 0.3 percent of all the shares in the Company.*

*The authorisation shall remain in force until the close of the next Annual General Meeting, and it cancels the authorisation granted in the Annual General Meeting of June 16, 2020 to decide on the issuance of shares as well as the issuance of special rights entitling to shares.*

*In Espoo, 4. February 2021*

*VALMET OYJ*

*Board of Directors*