Extraordinary General Meeting approved Metso's partial demerger and combination with Outotec

Metso Corporation's Extraordinary General Meeting (EGM) held in Helsinki today, October 29, 2019, approved the demerger plan as proposed by the Board of Directors and decided on Metso's partial demerger and combination with Outotec Oyj. The EGM also decided on the amendment of Metso's Articles of Association and decrease in Metso's share capital. The decisions of the EGM will become effective as of the registration of the completion of the partial demerger, which is expected to take place in the second quarter of 2020, subject to the statutory creditor hearing process and receipt of all required regulatory and other approvals, including competition clearances.

Resolution on the Partial Demerger

The EGM approved the demerger plan and resolved on the partial demerger in accordance with the demerger plan. Pursuant to the demerger plan, all such assets, rights, debts and liabilities of Metso which relate to, or primarily serve, Metso's Minerals business will transfer, without liquidation of Metso, to Outotec. No shareholder of Metso demanded redemption of their demerger consideration in accordance with Chapter 17, Section 13 of the Finnish Companies Act.

As part of the approval of the partial demerger, the EGM decided also on the following issues:

Amendment of the Articles of Association

The EGM decided to amend Articles 1 and 2 of Metso's Articles of Association in connection with the registration of the completion of the partial demerger to read as follows:

·1 § Business name and domicile

The business name of the company is Neles Oyj in Finnish, Neles Abp in Swedish and Neles Corporation in English. The domicile of the company is Vantaa.

·2 § Branch of industry

The company's branch of industry is to globally design, develop, sell and manufacture industry products and systems as well as spare parts, maintenance and diagnostics services relating to, among others, flow control, either directly or through its subsidiary or affiliate companies.

As the parent company, the company may also attend to the organisation, financing and purchases of the group of companies and to other joint tasks of the same kind, and it may own real estate, stocks and shares and carry on securities trading and other investment business.

Demerger Consideration

The shareholders of Metso shall receive as demerger consideration 4.3 new shares in Outotec for each share owned in Metso, that is, the demerger consideration shall be issued to the shareholders of Metso in proportion to their existing shareholding with a ratio of 4.3:1. No fractional entitlements to new shares in Outotec shall be delivered to shareholders of Metso as demerger consideration. If the demerger consideration to be received by an individual shareholder is not a whole number, fractional entitlements to new shares of Outotec on a shareholder basis shall be aggregated and sold in the market after the date of registration of the completion of the partial demerger by a broker on behalf of Metso's shareholders entitled to such fractional entitlements. Such proceeds shall be distributed *pro rata* to Metso's shareholders entitled to receive such fractional entitlements. Any costs related to the sale and distribution of fractional entitlements shall be borne by Outotec.

Based on the number of issued and outstanding shares in Metso on the day before the EGM, a total of 645,327,522 new shares in Outotec would be issued to shareholders of Metso as demerger consideration.

Decrease in share capital

The EGM decided on a decrease in the share capital of Metso by EUR 90,000,000.00 to EUR 50,982,843.80. The amount by which the share capital of Metso is decreased will be used to distribute funds to Outotec.

The minutes of the Extraordinary General Meeting will be available on Metso's website at www.metso.com latest November 12, 2019.

Important Notice

This release does not constitute an offer to sell or solicitation of an offer to buy any of the shares in the United States or elsewhere.

The new shares in Outotec referred to in this document have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States (as such term is defined in Regulation S under the U.S. Securities Act), and may not be offered, sold or delivered, directly or indirectly, in or into the United States absent registration, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in compliance with any applicable state and other securities laws of the United States. There will be no public offer of new shares in Outotec in the United States.

The new shares in Outotec have not been approved or disapproved by the U.S. Securities and Exchange Commission, any state securities commission in the United States or any other regulatory authority in the United States, nor have any of the foregoing authorities passed comment upon, or endorsed the merit of, the partial demerger or the accuracy or the adequacy of this document. Any representation to the contrary is a criminal offence in the United States.

Metso and Outotec are Finnish companies. The partial demerger and the information distributed in connection with the related shareholder resolutions are subject to disclosure, timing and procedural requirements applicable in Finland, which are different from those in the United States. Metso and Outotec prepare their financial information in accordance with IFRS, which may not be comparable to the financial statements or financial information applicable in the United States or by U.S. companies. Further, it may be difficult for U.S. shareholders of Metso to enforce their rights and any claim they may have arising under U.S. federal or state securities laws, since Outotec and Metso are located in Finland, and all or some of their officers and directors are residents of, non-U.S. jurisdictions.

For further information, please contact:
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