

THE PROPOSAL OF THE BOARD OF DIRECTORS AND ITS COMMITTEES TO THE ANNUAL GENERAL MEETING 2024 OF METSÄ BOARD CORPORATION

Adoption of the financial statements

The Board of Directors proposes that the Annual General Meeting adopts the financial statements for the financial period 1 January 2023–31 December 2023.

Resolution on the use of profit shown on balance sheet and the distribution of dividend

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.25 per share (a total of approximately EUR 90 million) be distributed based on the balance sheet adopted for the 2023 financial period. The dividend will be paid to shareholders who are registered in the shareholders' register maintained by Euroclear Finland Oy on the dividend record date of 28 March 2024. The Board of Directors proposes that the dividend be paid on 9 April 2024.

Consideration of the remuneration report for governing bodies

The Remuneration Report for governing bodies will be available no later than on 23 February 2024 on the Company's website at www.metsagroup.com/agm2024.

Consideration of the remuneration policy for governing bodies

The Remuneration Policy for governing bodies will be available no later than on 23 February 2024 on the Company's website at www.metsagroup.com/agm2024.

Resolution on the remuneration of the members of the Board of Directors

The Board of Directors' Nomination and HR Committee proposes to the Annual General Meeting that the annual remuneration for the members of the Board of Directors remain unchanged: the Chair is paid EUR 99,000, the Deputy Chair EUR 85,000 and ordinary members EUR 67,000 per year. The Committee furthermore proposes that, based on the Annual General Meeting's resolution, half the annual remuneration be paid in cash and half in the Company's Series B shares to be acquired on behalf of the Board members at the price determined in public trading on the Helsinki stock exchange (Nasdaq Helsinki Ltd) within two weeks as of the first trading day following the publication of Metsä Board Corporation's interim report for 1 January–31 March 2024 (or on the first date possible according to applicable legislation). The Company will bear the costs incurred by the acquisition of shares and any transfer tax. The Nomination and HR Committee proposes that any transfer of the shares paid as annual remuneration be restricted for two years as of their payment. The Nomination and HR Committee further proposes that the annual remuneration paid to Board members accrue pension and that the members therefore fall within the scope of the insurance pursuant to section 8 of the Employees Pensions Act, based on

which the annual remuneration be subject to the payment of a pension insurance contribution.

The Nomination and HR Committee proposes that the Board's meeting fee be raised and that Board members be paid EUR 1,000 (previously EUR 800) as a meeting fee, and that the fee be paid for each Board and Board Committee meeting that a member attends, however, the meeting fee is paid only once if more than one Board or Board Committee meeting is held during the same 24-hour period. The meeting fees are paid in cash.

The Nomination and HR Committee further proposes that an additional monthly remuneration of EUR 900 be paid to the Chair of the Audit Committee.

The Committee also proposes that any travel expenses be paid according to the Company's valid travel policy.

Resolution on the number of members of the Board of Directors

The Board of Directors' Nomination and HR Committee proposes to the Annual General Meeting that the number of members of the Board of Directors shall be nine (9).

Election of members of the Board of Directors

The Nomination and HR Committee proposes that for a term that begins from the end of the Annual General Meeting and continues until the end of the next Annual General Meeting, Raija-Leena Hankonen-Nybohm, Erja Hyrsky, Ilkka Hämälä, Mari Kiviniemi, Jussi Linnaranta, Jukka Moisio, Mikko Mäkimattila and Juha Vanhainen be re-elected to the Board of Directors, and that Leena Craelius, MBA, Finance, be elected as a new member of the Board. The proposed new member is independent of the Company and the Company's significant shareholder. Of the current members of the Board, Hannu Anttila has indicated that he is no longer available for re-election. The shareholders take a position on the proposal as a whole.

Further information on the proposed new Board member is available on the Company's website at www.metsagroup.com/agm2024.

Resolution on the remuneration of the auditor

The Board of Directors proposes upon recommendation of the Audit Committee that the remuneration to the auditor be paid in accordance with a reasonable invoice approved by the Company.

Election of the auditor

The Board of Directors proposes upon recommendation of the Audit Committee that KPMG Oy Ab be elected as the Company's auditor. KPMG Oy Ab has nominated Kirsi Jantunen, APA as the auditor with principal responsibility. The term of the auditor ends upon the closing of the Annual General Meeting following the election.

Resolutions on the sustainability auditor

According to amendment (1252/2023) to the Limited Liability Companies Act, the Company is obligated to elect a sustainability auditor for the assurance of the Company's sustainability reporting, and the sustainability auditor must be an authorised sustainability auditor or an authorised sustainability audit firm within the meaning of the Auditing Act. The Company's auditor may also act as the sustainability auditor, provided that the sustainability auditor with principal responsibility has the required special qualifications for the assurance of sustainability reporting.

The Company's auditor KPMG Oy Ab has been registered as an authorised sustainability audit firm within the meaning of the Auditing Act, and the auditor with principal responsibility has the required special qualifications. Therefore, the Audit Committee recommends that, should the Annual General Meeting 2024 resolve to elect KPMG Oy Ab as the Company's auditor, KPMG Oy Ab would simultaneously act as the Company's sustainability auditor in respect of the sustainability report to be prepared for the financial period 2024.

Based on the above, the Board of Directors proposes upon recommendation of the Audit Committee the following two items 17. a) and 17. b) below in relation to the sustainability auditor's remuneration and election. The shareholders take a position on each of the items separately.

a) Resolution on the remuneration of the sustainability auditor

The Board of Directors proposes upon the Audit Committee's recommendation that the remuneration to the sustainability auditor to be paid in accordance with a reasonable invoice approved by the Company.

b) Election of the sustainability auditor

The Board of Directors proposes upon the recommendation of the Audit Committee that should the Annual General Meeting resolve on the election of the auditor in accordance with the proposal in item 16, the Company's auditor, authorised sustainability audit firm KPMG Oy Ab, be elected as the Company's sustainability auditor. The sustainability auditor with principal responsibility will be Kirsi Jantunen, authorised sustainability auditor (KRT). The term of the sustainability auditor ends upon the closing of the Annual General Meeting following the election.

Amendment of the Articles of Association

The Board of Directors proposes that the Annual General Meeting resolves to amend the Articles of Association so that the requirement of publishing the notice of the Annual General Meeting in a national newspaper, specified in Article 7 of the Articles of Association, be removed and that the Article on the matters to be included on the agenda of an Annual General Meeting (Article 8) and the Article on the auditor (Article 12) be removed altogether as unnecessary provisions. The numbering of the Articles shall be changed accordingly.

Following the amendments, Article 7 would read as follows (the proposed removals are presented with strikethroughs):

“Section 7 Notice of the Annual General Meeting

In accordance with the Board of Directors’ decision, the notice of an Annual General Meeting is published on the company’s website ~~, in addition to which the notice or a summary of it is published in at least one national newspaper chosen by the Board of Directors,~~ no earlier than three (3) months and no later than three (3) weeks prior to the meeting, but nevertheless at least nine (9) days before the record date of the Annual General Meeting.”

The Company’s Articles of Association which account for the amendments proposed in this item 18 are appended in full to this notice ([Appendix 1](#)).

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

The Board of Directors proposes that the Annual General Meeting authorise the Board of Directors to decide on the issuance of shares, the transfer of treasury shares and the issuance of special rights as referred to in Chapter 10, section 1 of the Limited Liability Companies Act as follows: The authorisation applies to Series B shares. By virtue of the authorisation, the Board of Directors may issue new shares or transfer treasury shares equal in total to no more than 35,000,000 shares, including shares that may be issued by virtue of the special rights referred to in Chapter 10, section 1 of the Limited Liability Companies Act. This number of shares corresponds to approximately 10 per cent of all shares in the Company. Shares can be issued or transferred in deviation from shareholders’ pre-emptive rights if there are weighty financial reasons from the Company’s perspective for doing so. Such weighty financial reasons can include the use of shares as consideration in possible corporate transactions, to finance investments or as part of the Company’s share-based incentive plan. New shares may be issued, and treasury shares transferred, either against payment or free of charge. A rights issue may be free of charge only if there are particularly weighty reasons for doing so from the perspective of the Company and all its shareholders. The Board of Directors decides on all other terms and conditions applicable to share issues and the issuance of special rights. It is proposed that the authorisation remain effective until 30 June 2025 and that it will cancel the authorisation granted to the Board by the Annual General Meeting of 23 March 2023 on deciding on the issuance of shares and special rights entitling to shares.

Authorising the Board of Directors to decide on the repurchase of own shares

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to decide on the repurchase of the Company’s own Series B shares as follows: The number of own shares to be repurchased under the authorisation shall not exceed 1,000,000 Series B shares, which corresponds to approximately 0.3 per cent of all shares in the Company. Own shares can, pursuant to the authorisation, be acquired

only with unrestricted equity. The own shares may be purchased at a price determined in public trading on the day of the acquisition or otherwise at a price determined on the market. The Board of Directors decides how the shares are to be acquired. Own shares can be acquired other than in proportion to shares held by the shareholders (directed share acquisition). Own shares can be acquired to pay for Board remuneration and/or in connection with the Company's incentive schemes. It is proposed that the authorisation remain effective until 30 June 2025 and that it will cancel the authorisation granted to the Board by the Annual General Meeting of 23 March 2023 on deciding on the repurchase of the Company's own shares.

APPENDIX 1

Articles of Association of Metsä Board Corporation

1 § Company name

The trade name of the Company is Metsä Board Oyj and, in English, Metsä Board Corporation.

2 § Registered office

The Company's registered office is in Helsinki.

3 § Purpose

The Company engages, either directly or through its subsidiaries or affiliates, in the forest industry, particularly the manufacture and sale of board, paper and pulp, and related business activities. As the parent company of its group, the Company may see to the group's administration, financing and other joint functions and own, control and lease real estate and securities.

4 § Book-entry system

The Company's shares are incorporated in the Finnish book-entry securities system.

5 § Division of shares

The Company's shares are divided into Class A and Class B shares.

Of the total number of shares, the minimum number of Class A shares is 25,000,000 and their maximum number is 100,000,000; the minimum number of Class B shares is 125,000,000 and their maximum number is 500,000,000.

At the General Meeting of Shareholders, each Class A share carries twenty (20) votes and each B share carries one (1) vote.

6 § General Meeting of Shareholders

The Annual General Meeting of Shareholders shall be held annually by the end of June on a date determined by the Board of Directors. An Extraordinary General Meeting shall be convened when deemed necessary by the Board of Directors, or at the written request of the auditor or shareholders representing at least one-tenth of all shares for addressing a specific matter. Annual and Extraordinary General Meetings are held in either Helsinki or Espoo, as decided by the Board of Directors. The Board of Directors may also decide on organising a General Meeting without a meeting venue whereby the shareholders shall exercise their power of decision in full in real time during the meeting by the use of telecommunication connections and technical means (remote meeting).

The Board of Directors may also decide that a shareholder may also participate in the General Meeting by exercising his/her power of decision in full during the meeting by use of telecommunication connection and technical means (hybrid meeting).

To be able to attend a General Meeting, a shareholder must notify the Company of his/her intention to do so by the date specified in the notice convening the meeting, which cannot be earlier than ten (10) days before the meeting.

7 § Notice convening a General Meeting of Shareholders

The notice convening a General Meeting of Shareholders shall be published, as decided by the Board of Directors, on the Company's website no earlier than three (3) months and no later than three (3) weeks before the meeting, and in any case no later than nine (9) days before the record date of the General Meeting.

8 § The Board of Directors

The Company's Board of Directors shall consist of no less than five and no more than ten (5–10) members.

The term of office of a Board member begins at the close of the General Meeting of Shareholders at which the member is elected and ends at the close of the next Annual General Meeting.

The Board shall elect a Chair and a Deputy Chair from among its members.

9 § Chief Executive Officer

The Board shall elect a Chief Executive Officer for the Company, who shall be responsible for the day-to-day administration of the Company in accordance with the instructions and orders issued by the Board of Directors.

10 § Representing the Company

The Chair of the Board and the CEO, each acting alone, any two members of the Board of Directors or any two signatories authorized by the Board of Directors acting jointly, or an authorized signatory together with a Board member shall represent the Company.

11 § Financial period

The Company's financial period is the calendar year.

12 § Conversion of shares

Under the conditions set out in this article, Class A shares may be converted into Class B shares at the request of a shareholder or a manager of nominee registered shares (whose details have been entered in the book-entry system). Conversion may occur within the limits of the maximum numbers of shares provided in these Articles of Association. No monetary compensation shall be paid for such conversion. A shareholder shall present to the Company a written request for conversion. The request shall make clear the number of Class A shares to be converted and the book-entry account where the book-entries corresponding to the shares are registered. A shareholder may submit a share conversion request to the Company at any time. The Company shall process the requests on a monthly basis so that all requests received during a calendar month shall be processed in the following month, after which the Company shall file the conversion for registration without delay. A conversion request delivered to the Company between the publication of a notice of a General Meeting and the date of the General Meeting shall be processed only after the General Meeting or any subsequent dividend record date. The Company shall request that a transfer restriction be recorded for the shareholder's book-entry account for the duration of the process. A conversion request may be withdrawn until the Company has filed the conversion for registration in the Trade Register system. If the conversion request is withdrawn, the Company shall request that the transfer restriction be removed from the shareholder's book-entry account. A Class A share becomes a Class B share upon registration. The Company shall inform the person that requested the conversion and the book-entry registrar of the registration. The shareholder shall be responsible for any costs resulting from the conversion. If necessary, the Board of Directors shall decide on any other procedures relating to share conversion.