

# CORPORATE GOVERNANCE STATEMENT 2014

# Valmet Corporate Governance Statement

February 6, 2015

Valmet Corporation (Valmet or the Company) complies without deviation with the Finnish Corporate Governance Code 2010 (the Code) adopted by the Securities Market Association. The Code is available in its entirety on the internet at [www.cgfinland.fi](http://www.cgfinland.fi).

This Corporate Governance Statement is issued separately from the report of the Board of Directors. It has been prepared in accordance with Recommendation 54 of the Code and it also covers other key corporate governance areas that Valmet wants to highlight for investors. The Audit Committee of the Board of Directors has reviewed this Corporate Governance Statement in its meeting on February 4, 2015. Updated information on the governance and remuneration of the Company is available on the Company's website at [www.valmet.com](http://www.valmet.com).

## Regulatory Framework

The duties of Valmet's bodies are governed by Finnish legislation and the duties of its subsidiaries' bodies by the legislation of their respective places of business. In addition to the Code, Valmet complies with the corporate governance principles defined by the Board of Directors. These principles are based on the Finnish Companies Act and the Finnish Securities Markets Act. Valmet's decision-making and governance also complies with other Finnish legislation and regulations, the Company's Articles of Association, the guidelines for insiders published by NASDAQ OMX Helsinki Ltd (the Helsinki Stock Exchange) as well as the Helsinki Takeover Code published by the Securities Market Association.

Valmet prepares consolidated financial statements and interim reports in accordance with the International Financial Reporting Standards (IFRS), as adopted by the European Union, the Finnish Securities Markets Act as well as the applicable Finnish Financial Supervision Authority's standards and the rules of Helsinki Stock Exchange. The report of the Board of Directors of Valmet's financial statements is prepared in accordance with the Finnish Accounting Act and the guidelines and statements of the Finnish Accounting Board.

## Annual General Meeting of Shareholders

The Annual General Meeting is the supreme decision-making body of Valmet in which all the shareholders of the Company can participate in the supervision and control of the Company and exercise their right to speak and vote. The Annual General Meeting

is held once a year before the end of June on a date determined by the Board of Directors. It decides on the matters stipulated in the Finnish Companies Act and the Articles of Association. Such issues include:

- Adoption of the financial statements;
- Use of the profit shown on the balance sheet;
- Election of the Chairman, Vice Chairman and members of the Board of Directors and the decision on their remuneration;
- Discharging the members of the Board of Directors and the President and CEO from liability; and
- Election of the Auditor and the decision on compensation.

Participation in the Annual General Meeting requires that the shareholder is registered in Valmet's shareholder register on the record date of the meeting, which is eight business days before the meeting, and that he/she registers for the meeting by the date mentioned in the meeting notice. The holder of a nominee-registered share may be entered temporarily in the shareholder register for participation in the Annual General Meeting, if the shareholder based on his/her holding has the right to be registered in the shareholder register on the record date. In addition, participation requires advance notice of participation at the latest by the date mentioned in the meeting notice.

Shareholders are entitled to have an issue put on the agenda of the Annual General Meeting, provided that the issue can be decided upon by the Annual General Meeting according to the Finnish Companies Act. The request must be submitted in writing to the Board of Directors early enough so that the issue can be included in the meeting notice. The date by which the shareholder must notify the Board of Directors of an issue to be added to the agenda of the Annual General Meeting will be announced on Valmet's website. The request is always deemed submitted early enough if the Board of Directors has been notified about it at least four weeks prior to the delivery of the meeting notice.

Valmet publishes a notice of the Annual General Meeting no more than three months and no less than three weeks before the meeting on the Company's website or in one or more widely circulated newspapers or delivers it directly to shareholders when required by law. Additionally, Valmet publishes the meeting notice as a stock exchange release immediately after the Board of Directors

has decided on the convening of the Annual General Meeting. The agenda of the Annual General Meeting, decision-making proposals and meeting documents are available on Valmet's website at least three weeks prior to the meeting.

## Annual General Meeting in 2014

The Annual General Meeting was held in Helsinki on March 26, 2014.

## Nomination Board

Valmet's Annual General Meeting 2014 resolved to establish a Nomination Board to annually prepare proposals regarding the composition of the Board and remuneration to its members for the Annual General Meetings.

The Nomination Board consists of the representatives of Valmet's four largest shareholders, registered in Euroclear on September 1, who accept the assignment. In addition, the Nomination Board includes the Chairman of the Board who should act as an expert member of the Nomination Board.

Shareholder representatives on the Nomination Board in 2014 were Cevian Capital Partners Ltd., Solidium Oy, Nordea Funds Oy and Triton represented by the following individuals: Martin Oliw, Partner at Cevian Capital; Kari Järvinen, Managing Director of Solidium Oy; Jorma Eräkare, Head of Finnish Equities at Nordea Funds Oy and Roger Hagborg, Investment Advisory Professional at Triton and Jukka Viinanen, Chairman of the Valmet Board of Directors, served as an expert member. The Nomination Board elected Martin Oliw as Chairman of the Nomination Board.

The Nomination Board has submitted its proposals regarding Board composition and remuneration to Valmet's Board, and the Board has incorporated these proposals into the notice announcing the Valmet 2015 Annual General Meeting to be held on March 27, 2015.

## Board of Directors

The Board of Directors oversees the management and operations of Valmet. It also decides on significant matters related to strategy, investments, organization and finances.

Valmet's Board of Directors consists of no less than five and no more than eight members. The members of the Board of Directors will be elected for a term expiring at the closing of the following Annual General Meeting.

The Board of Directors of Valmet will meet when a meeting is convened by the Chairman or, if the Chairman is unavailable, the Vice Chairman. The Board of Directors constitutes a quorum when more than one-half of its members are present and one of them is the Chairman or the Vice Chairman. A resolution of the Board of Directors will be the opinion which is supported by more than one-half of the members present or, in case of a tie vote, the

opinion with which the chairman of the meeting concurs. The President and CEO of Valmet Pasi Laine and CFO Markku Honkasalo participate in the meetings of the Board of Directors, and General Counsel Rasmus Oksala acts as secretary of the Board of Directors. Other members of Valmet's Executive Team and other executives participate in the meetings when needed.

## Main Duties

The main duties of the Board of Directors include the following:

- To approve Valmet's long-term goals and strategy;
- To approve annual business and other major action plans;
- To approve Valmet's organizational structure and the principles for the incentive systems;
- To appoint – and, if necessary, to dismiss – the President and CEO;
- To monitor and evaluate the performance of the President and CEO and to decide upon his/her remuneration and benefits;
- To ensure that the supervision of the accounting and financial matters is properly organized, and to ensure proper preparation of the interim and annual financial statements;
- To ensure the adequacy of planning, information and control systems for monitoring results and managing risks in operations;
- To make proposals for and convene the General Meetings of Shareholders;
- To decide upon other matters not belonging to the day-to-day operations, such as major investments, acquisitions and divestitures, and major joint ventures and loan agreements.;
- To approve Valmet's corporate policies in key management areas, such as corporate governance, risk management, financial control, treasury, internal control, information security, corporate communications, human resources, environment and disclosure policy, and code of conduct; and
- To decide on other matters falling under the Board's responsibility by law.

## Board of Directors in 2014

The number of members of the Board of Directors of Valmet was resolved on and the members elected by the extraordinary general meeting of Metso Corporation, which was held on October 1, 2013. Valmet was incorporated and the term of office of the seven elected members of the Board of Directors commenced on December 31, 2013, when the partial demerger of Metso Corporation became effective. Jukka Viinanen was elected as Chairman and Mikael von Frenckell as Vice Chairman. Other members elected were Friederike Helfer, Pekka Lundmark, Erkki Pehu-Lehtonen, Pia Rudengren and Rogerio Ziviani. The term of office of the members of the Board of Directors expired, according to Valmet's Articles of Association, at the end of the first Annual General Meeting of Valmet following the election.

The 2014 Annual General Meeting elected seven members to Valmet's Board of Directors.

- Jukka Viinanen, born 1948, was re-elected the Chairman of the Board of Directors. His main occupation is chairman of the board of directors. Mr. Viinanen holds a Master of Science degree in Engineering.
- Mikael von Frenckell, born 1947, was re-elected the Vice Chairman of the Board of Directors. His main occupation is chairman of the board of directors. Mr. von Frenckell holds a Master of Science degree in Social Sciences.
- Lone Fønss Schröder, born 1960, was elected as a new member of Board of Directors. Her main occupation is to act as a board professional. Ms. Fønss Schröder holds a Master of Science degree in Accounting.
- Friederike Helfer, born 1976, was re-elected a member of the Board of Directors. She is a Partner at Cevian Capital. Ms. Helfer holds a Master of Science degree in Real Estate Development as well as a Diplom-Ingenieur degree in Urban Planning. She is a CFA charterholder.
- Pekka Lundmark, born 1963, was re-elected a member of the Board of Directors. Mr. Lundmark is the President and CEO of Konecranes Plc. Mr. Lundmark holds a Master of Science degree in Engineering.
- Erkki Pehu-Lehtonen, born 1950, was re-elected a member of Board of Directors. His main occupation is to act as a board professional. Mr. Pehu-Lehtonen holds a Master of Science degree in Mechanical Engineering.
- Rogério Ziviani, born 1956, was re-elected a member of the Board of Directors. His main occupation is to act as a board professional. Mr. Ziviani holds a Bachelor of Science degree in Business Management and a Master of Science degree in Business Administration.
- Eija Lahti-Jäntti, born 1963, was invited by the Board as the personnel representative to act as an invited expert. Her main occupation is Customer Services Coordinator at Valmet Technologies Oy.

All Board members were independent of the company and independent of the company's significant shareholders except for Friederike Helfer, who was assessed as not independent of a significant shareholder. In 2014 the Board convened ten times, with an average attendance rate of 94%.

### Committees

The Board of Directors has two permanent committees: the Audit Committee and the Remuneration and HR Committee. The Board of Directors elects the members of the committees from among its members at its annual assembly meeting and monitors the activities

of the committees. Both committees have charters approved by the Board of Directors.

### Audit Committee

The Audit Committee monitors the Company's financial reporting and prepares issues for the Board of Directors related to the monitoring of Valmet's financial situation, financial reporting, auditing, and risk management. Among other things, the Audit Committee:

- Assesses Valmet's draft financial statements and interim reports, accounting policies, accounting principles of significant or exceptional business transactions, management forecasts and statements relating to Valmet's short-term outlook;
- Assesses compliance with laws and provisions and with internal instructions, as well as assesses the efficiency of internal control and risk management;
- Approves the audit plans of internal and independent auditors and follows up reporting related to these plans;
- Prepares for the election of independent auditors, monitors the statutory auditing of the financial statements and consolidated financial statements, assesses and reviews the auditors' reports with the auditors, and assesses the quality and scope of the audit. Additionally, it assesses the independence of the auditors, particularly any impact on independence arising from other services they offer to Valmet. Pre-approves all non-audit services provided by the independent auditors;
- Assesses Valmet's financial reporting and reporting methods in collaboration with the Company's management, internal audit and an external auditor or other external experts;
- Reviews Valmet's Corporate Governance Statement;
- Approves the procurement principles for external auditing services and an external auditor's annual auditing fees; and
- Maintains procedures enabling the receipt and processing of complaints related to accounting, internal control and internal auditing, and the potential anonymous and confidential reporting by employees of misconduct, fraud, and accounting and auditing issues.

The Audit Committee convenes at least four times a year. It consists of the committee's chairman and two members, all of whom are elected by the Board of Directors from among its members independent of the company. At least one of the members must be independent of significant shareholders. The members of the Audit Committee must have the qualifications necessary to perform the responsibilities of the committee and at least one member must have expertise specifically in accounting, bookkeeping or auditing.

### Audit Committee in 2014

Until the 2014 Annual General Meeting the Audit Committee comprised Pia Rudengren (Chairman) and Friederike Helfer and Erkki Pehu-Lehtonen as member. After the Annual General Meeting the Audit Committee comprised Lone Fønss Schrøder (Chairman) and Friederike Helfer and Erkki Pehu-Lehtonen as members. The Audit Committee held five meetings in 2014 with an average attendance rate of 93%. All committee members are independent of the company and of significant shareholders with the exception of Friederike Helfer who is assessed as not independent of a significant shareholder.

### Remuneration and HR Committee

Among other things, the Remuneration and HR Committee

- Reviews and monitors the competitiveness of Valmet's remuneration and incentive systems and the development of personnel related issues, such as competence and talent development and successor planning of Valmet's senior management;
- Evaluates the performance and compensation of the President and CEO;
- Prepares and makes proposals to the Board of Directors for the compensation and benefits of the President and CEO;
- Makes proposals to the Board of Directors for the appointment of the Valmet Executive Team members, based on the President and CEO's preparations; and
- Decides upon the remuneration and benefits of the Valmet Executive Team members. The committee may authorize its chairman to decide upon the remuneration and benefits of these officers. The committee convenes at least twice a year and consists of the committee chairman and at least two members. All the members are independent of the Company. The President and CEO participates in the meetings with the exception when the agenda includes items relating to him.

### Remuneration and HR Committee in 2014

The Remuneration and HR Committee comprised Jukka Viinanen (Chairman) and Mikael von Frenckell and Pekka Lundmark as members. The committee met 6 times and made one unanimous resolution without convening. The average attendance rate was 91%.

## Operational Management

### President and CEO

The President and CEO manages Valmet's operations in accordance with the Finnish Companies Act, corporate governance rules and the instructions given by the Board of Directors. The President and CEO guides and supervises the operations of Valmet and its businesses. The President and CEO is appointed – and, if necessary, dismissed – by the Board of Directors, and he reports to the Board

of Directors about, for example, Valmet's financial situation, business environment and other significant issues. The President and CEO prepares the matters on the agenda of the Board of Directors and its committees and implements their decisions. Additionally, the President and CEO acts as chairman of the Executive Team.

Pasi Laine serves as the President and CEO of Valmet. Mr. Laine holds a Master of Science degree in Engineering.

### Executive Team

The President and CEO and other members appointed by the Board of Directors constitute the Executive Team of Valmet. The Executive Team assists the President and CEO in the preparation of matters, such as Valmet's business plan, strategies, policies and other matters of joint importance.

In 2014 Valmet's Executive Team consisted of Pasi Laine, President and CEO, William Bohn, Jyrki Holmala (until November 27, 2014), Markku Honkasalo, Julia Macharey, Hannu Mälkiä, Aki Niemi, Hannu Pietilä, Kari Saarinen, Anu Salonsaari-Posti, Celso Tacla, Jukka Tiitinen and Jari Vähäpesola.

## Main features of internal control and risk management related to the Financial Reporting Process

Valmet's internal control mechanism seeks to ensure the Company's compliance with the Code, applicable EU laws, regulations and the Company's operating principles as well as the reliability of financial and operational reporting. Furthermore, the internal control mechanism seeks to safeguard the Company's assets and to ensure overall effectiveness and efficiency of operations to meet Valmet's strategic, operational and financial targets.

Internal control practices are aligned with Valmet's risk management process. The goal of risk management is to support Valmet's strategy and the achievement of objectives by anticipating and managing potential business threats and opportunities.

Valmet's operating model of internal control and risk management related to financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with applicable laws and regulations, generally accepted accounting principles (IFRS) and other requirements for listed companies.

The overall system of internal control in Valmet is based upon the framework issued by the Committee of Sponsoring Organizations (COSO) and comprises five principal components of internal control: the control environment, risk assessment, control activities, information and communication, and monitoring.

### Control Environment

The Board of Directors has established a written formal working order that clarifies its responsibilities and regulates the internal distribution of work of the Board of Directors and its committees.

The Board of Directors bears the overall responsibility for the internal control over financial reporting. Furthermore, the Board of Directors has appointed the Audit Committee, the primary task of which is to ensure that established principles for financial reporting, risk management and internal control are adhered to and that appropriate relations are maintained with the Company's auditors. The responsibility for maintaining an effective control environment and the ongoing work on internal control as regards the financial reporting is delegated to the President and CEO. The Internal Audit function reports all relevant issues to the Audit Committee and the President and CEO.

The control environment sets the tone of internal control in Valmet, influencing the control awareness of its people. It provides discipline and structure for all the other components of internal control. The elements of Valmet's control environment include the corporate culture: integrity, ethical values and competence of Valmet's personnel, as well as the attention and direction provided to the personnel by the Board of Directors. Valmet's values and control environment provide the Board of Directors and Valmet's management the basis for the reasonable assurance of Valmet achieving the objectives for internal control. The President and CEO and the Executive Team define Valmet's values and ethical principles (reflected in the Code of Conduct) and set the example for the corporate culture, which create the basis for the control environment. The same parties, together with Services, Pulp and Energy and Paper (the Businesses) are responsible for communicating Valmet's values to the organization.

### Risk Assessment

Risk assessment is the identification and analysis of relevant risks to achievement of the objectives, forming a basis for determining how the risks should be managed. Valmet's risk assessment as regards financial reporting aims to identify and evaluate the most significant threats affecting the financial reporting at all levels. The risk assessment results in control targets through which Valmet seeks to ensure that the fundamental requirements placed on financial reporting are fulfilled. Information on the development of essential risk areas and the activities executed and planned in these areas as well as the measures to mitigate them are communicated regularly to the Audit Committee.

### Control Activities

Control activities are the policies and procedures that help ensure management directives are carried out. They help ensure that necessary actions are taken to address risks related to the achievement of the entity's objectives. Control activities occur throughout the organization, at all levels and in all functions. They include a range of activities as diverse as approvals, authorizations, verifications, reconciliations, reviews of operating performance, security of assets and segregation of duties. Valmet Internal Control Standards are

designed to ensure that local management in every Valmet unit designs and effectively implements the most important monitoring procedures related to selected key financial and business administration processes in all Valmet units. For each of these processes, the tasks that must be segregated are also listed. The units document the control activities in use for each of their respective key business process.

### Internal Control and Risk Management in 2014

The internal control procedures and different audits were executed throughout the year. Operational audits focused on, among other things, supplier audits, sales network, anti-bribery and sound business practices.

### Information and Communication

In order to secure an effective and efficient internal control environment, Valmet seeks to ensure that the Company's internal and external communication is open, transparent, accurate and timely. Information regarding internal steering instruments for financial reporting, that is, accounting principles, financial reporting instructions and the disclosure policy, are available on Valmet's intranet. Valmet arranges training for the Company's personnel regarding internal control issues and tools. In this way Valmet management gives a clear message to all personnel that the internal controls responsibilities are taken seriously. Valmet's CFO and the Head of Internal Audit report the results of the work on internal control as a standing item on the agenda of the Audit Committee. The results of the Audit Committee's work in the form of observations, recommendations and proposed decisions and measures are reported to the Board of Directors after every Audit Committee meeting.

### Monitoring

The effectiveness of internal control related to financial reporting is monitored by the Board of Directors, the Audit Committee, the President and CEO, Corporate management, Internal Audit, and the management of the reporting businesses and affiliates. Corporate Internal Audit provides a reasonable assurance regarding the effectiveness of internal control related to financial reporting.

Monitoring includes the follow up of monthly financial reports, review of the rolling estimates and plans, as well as reports from internal and external audit.

Internal Audit annually assesses the effectiveness of Valmet's operations and the adequacy of risk management. Internal Audit compiles an annual audit plan, the status and findings of which it regularly reports to Valmet management, external auditors and the Audit Committee. Furthermore, Valmet's Internal Audit and external auditors meet regularly to coordinate the assessment efforts.

### Monitoring in 2014

New processes for monitoring projects with potential risks from sales phase to project execution was actively taken into use. Valmet management has monitored actively the large projects and the project related process development. Project monitoring process has been a focus audit area of the Internal Audit as requested by the Audit Committee.

## Compliance with Laws and Code of Conduct

In all its operations Valmet seeks to comply with applicable laws and statutes as well as generally accepted practices. Additionally, the Company's operations are guided by Valmet's Code of Conduct, internal policies and guidelines as well as values. Valmet's Code of Conduct describes the Company's corporate culture, commonly accepted practices and commitment to compliance with laws and regulations. They support Valmet's responsible operations, sustainability and the Company's success.

The foundation of Valmet's Code of Conduct is the UN Universal Declaration of Human Rights, the UN Global Compact initiative, which the Company has endorsed, and the International Labor Organization's (ILO) declaration on Fundamental Principles and Rights at Work. When applicable, the OECD's Guidelines for Multinational Enterprises are also incorporated into Valmet's Code of Conduct. Valmet requires that each one of the Company's employees is familiar with the legislation and operating guidelines of their own areas of responsibility. Business management is responsible for the internal control of the operations in their respective sector. Valmet strives to ensure that everyone in the Company is familiar with and compliant with the laws, regulations and principles relating to their own work. In addition to Valmet's management, the due course of operations is monitored by the Audit Committee, which reports any misconduct to the Board of Directors.

### Internal Audit

Valmet has an Internal Audit department separate from the operational management. The duties of Internal Audit include assessing the efficiency and appropriateness of the Company's operations and examine the functioning of internal controls. It seeks to provide reasonable assurance of the correctness of financial and operational reporting, proper management of the Company's assets and compliance with applicable laws and regulations. Furthermore, Internal Audit proactively encourages the development of risk management in Valmet's various operations. The Head of Internal Audit reports administratively to the CFO and directly to the President and CEO and to the Audit Committee.

### Reporting of Suspected Financial Misconduct

Valmet's guidelines on the prevention of misconduct define how suspected misconduct should be reported, how it is investigated and how the issue proceeds. Valmet employees are encouraged to report suspected misconduct to their own supervisors, to other management or, if necessary, directly to Legal Affairs and Corporate Internal Audit. Allegations are investigated immediately and confidentially. Valmet has enforced a principle that there is no retaliation to the one who reports. This is monitored by the Audit Committee. The Head of Internal Audit reports regularly to the Audit Committee the related cases. The Legal Affairs and HR functions together implement any measures consequential to the misconduct.

### Internal Audit in 2014

Internal Audit investigated nine cases of suspected financial misconduct out of which 4 cases were classifiable as misconduct. The cases of misconduct revealed did not, however, have a significant impact on Valmet's financial results. The cases of misconduct were reviewed by the Audit Committee and, when necessary, corrective and disciplinary actions were taken in line with Valmet's guidelines.

### Auditors

According to the Articles of Association, Valmet has one auditor, which must be a firm of public accountants certified by the Finland Chamber of Commerce. The Audit Committee prepares the auditor selection process. There are no term limits regarding the duration of the auditing firm.

The auditor's statutory obligation is to audit the Company's accounting, the Board of Directors' report, financial statements and administration for the financial year. The Company's auditor must also audit the consolidated financial statements and other mutual relationships between group companies.

In conjunction with Valmet's annual financial statements, the auditor gives the Company's shareholders an Auditor's Report as required by law. The auditor reports primarily via the Audit Committee and at least once a year to the Board of Directors. The Audit Committee evaluates the performance and services of the independent auditors each year and decides if there is a need to arrange an open tender process.

Authorized Public Accountant Ernst & Young Oy was elected as Valmet's auditor by the extraordinary general meeting of Metso Corporation, which was held on October 1, 2013. At the 2014 Annual General Meeting, PricewaterhouseCoopers Oy, Authorized Public Accountant was elected as the auditor, with Jouko Malinen as principal auditor.

The fees paid to companies in the PricewaterhouseCoopers chain for 2014 were EUR 0,8 million for auditing and EUR 1,0 million for tax and other consulting services.

## Insiders

Valmet adheres to the insider guidelines of the NSDAQ OMX Helsinki Ltd. These guidelines are supplemented with internal insider guidelines approved by the Board of Directors. Valmet's permanent insiders are not permitted to trade in Valmet's issued securities during a 21 day period immediately prior to the publication of a Valmet interim review or the release of a financial statement. The Company maintains a register of its statutory insiders in the Euroclear Finland Ltd's SIRE system. In addition to the statutory public insiders, in compliance with the Finnish Securities Markets Act, Valmet has company-specific insiders and separately identified project-specific insiders whose securities ownership is not public.

## Management Remuneration

The objective of remuneration at Valmet is to encourage employees as individuals and as team members to achieve the set financial and operational targets and to strive for excellent performance. Remuneration is aligned with the Company's financial performance, internal and external references and observing remuneration levels for similar positions among peer companies. Valmet's remuneration package for key personnel and executives includes a competitive salary and employee benefits according to local market practices, short-term incentives based on predefined annual performance indicators and long-term incentives that align the interests of the key executives and shareholders.

## Remuneration of Board of Directors

The Annual General Meeting decides on the remuneration to the members of the Board of Directors for one term of office at the time.

Valmet was incorporated and the term of office of the seven elected members of the Board of Directors commenced on December 31, 2013, when the partial demerger of Metso Corporation became effective. The remuneration of the members of the Board of Directors of Valmet was resolved on by the extraordinary general meeting of Metso Corporation, which was held on October 1, 2013. According to the decision the fees paid for a term of office ending at the end of the next Annual General Meeting were: to the Chairman of the Board of Directors EUR 25,000; to the Vice Chairman of the Board of Directors and the Chairman of the Audit Committee EUR 15,000; and to the other members of the Board of Directors EUR 12,000 each.

On March 26, 2014 the Annual General Meeting decided on the remuneration to the members of the Board of Directors for the term of office until the next Annual General Meeting. According to the decision, the annual fees paid to Board members were; to the Chairman of the Board of Directors EUR 100,000; to the Vice Chairman of the Board of Directors and the Chairman of the Audit Committee EUR 60,000; and to the other members of the Board of Directors EUR 48,000 each.

In addition, for Board members whose place of domicile is in the Nordic countries, a fee of EUR 700 per meeting was paid for each Board and committee meeting they attended. The meeting fee for members residing elsewhere in Europe was EUR 1,400 per meeting and for those residing outside of Europe EUR 2,800. Board member's travel expenses and daily allowances are compensated in accordance with Valmet's travel expense policy.

Based on the decision of the Annual General Meeting, 40 percent of the Board's annual fees were used to buy Valmet shares from the market. There are no special terms or conditions associated with owning these shares.

## Decision-making process and main principles of remuneration of the CEO and other Executive Team members

The Board of Directors decides on the remuneration, benefits and other terms of employment of the President and CEO. The Board's Remuneration and HR Committee decides on the compensation and benefits of the other Executive Team members based on the President and CEO's proposal and general principles approved by the Board.

The remuneration of Executive Team members, including the President and CEO, comprises a monthly total salary (including monthly salary and customary fringe benefits, such as a car and a mobile phone) as well as both short- and long-term incentives. Short-term incentives are annual performance bonuses decided by the Board. As long-term incentives, the Executive Team members are included in share ownership plans that are decided and implemented by the Board and for which share repurchase and share issue authorizations are obtained from the Annual General Meeting.

Additionally in 2014, executive management benefits included a supplementary pension for the members of the Valmet Executive Team.

## Performance bonuses

The Board annually confirms the terms and targets of the performance bonuses on Valmet Corporation-level. The amount paid out as bonus, if any, is based on achieving set financial performance targets of Valmet and/or the business in question. In addition to these, also individual and/or team targets are used. The Remuneration and HR Committee evaluates the achievement of the predefined targets of the President and CEO. For the President and CEO and for other Executive Team members, the maximum annual performance bonus is currently 40–60 percent of the person's annual total salary.

## Share-based incentive plans

The Board decides and implements Valmet's share-based incentive plans, which are part of the remuneration program for management. The purpose of the plans is to align the goals of shareholders

and management to enhance the value of the Company. The plans also aim to ensure commitment of management and offers them a competitive, ownership-based reward scheme.

Any shares to be potentially rewarded are acquired through public trading, and therefore the incentive plans have no diluting effect on the share value.

### Share Ownership Plan 2011–2013

Prior to the partial demerger of Metso Corporation and before Valmet was incorporated December 31, 2013, in September 2010, the Board of Directors of Metso Corporation approved a share-based incentive plan for management, the Metso Share Ownership Plan 2011–2013. The plan included one three-year earning period, which began on January 1, 2011, and ended on December 31, 2013. In April 2014, a reward of a total of 13,911 Metso shares and 13,911 Valmet shares was paid to 25 individuals. The Executive Team's portion was 5,478 Metso shares and 5,478 Valmet shares. The total reward, which includes the cash portion used to cover the taxes, corresponded to 29,538 Metso and Valmet shares. Any shares earned must be held for one year after the reward of payment.

### Long-term Incentive Plan 2012–2014

Prior to the partial demerger of Metso Corporation and before Valmet Corporation was incorporated, in December 2011, the Board of Directors of Metso Corporation decided to establish a new share-based incentive plan that has three performance periods, which are the calendar years 2012, 2013 and 2014. The Board decided on the performance criteria and participants in the beginning of each performance period. After the demerger the number of Valmet participants in the 2012 performance period was 32. The rewards to be paid to Valmet participants on the basis of the 2012 performance period correspond to a maximum of 339,573 Valmet shares. Valmet's Executive Team can be awarded with a maximum of 141,270 Valmet shares for the performance period 2012. The reward from the 2012 performance period will be paid at the end of an approximately two-year vesting period in 2015, partly in company shares and partly in cash. The proportion to be paid in cash is intended to cover taxes and tax-related costs arising from the reward to the participants.

In December 2012, the Board decided to continue the share-based incentive plan approved in 2011. For the performance period 2013 and after conclusion of the demerger the number of Valmet participants in the incentive scheme was 35. The 2013 performance criteria were not met and as a result there was no reward payment for the 2013 performance period.

In December 2013, the Board decided to continue the share-based incentive plan approved in 2011. The plan for the 2014 per-

formance period covers 40 Valmet key executives. The potential reward generated will be based on Valmet EBITA % and the orders received growth of the services business. The potential rewards to be paid on the basis of the 2014 performance period will correspond to a maximum total of 744,125 Valmet shares. The current Valmet Executive Team can receive a maximum reward of 416,042 Valmet shares. The potential reward from the 2014 performance period will be paid at the end of an approximately two-year vesting period in 2017, partly in company shares and partly in cash.

The reward for each performance period of the long-term incentive plan 2012–2014 may not exceed 120 percent of a participant's annual total base salary. If a participant's employment or service ends for reasons relating to the participant before the reward payment, no reward will be paid.

### Long Term Incentive Plan 2015–2017

In December 2014, The Board of Directors approved a new share based incentive plan for Valmet's key employees. The plan has three discretionary periods, which are the calendar years 2015, 2016 and 2017. The Board shall decide on the performance criteria and number of participants in the beginning of each performance period. The potential reward of the Plan from the discretionary period 2015 is based on EBITA % improvement and Services orders received growth %. Furthermore members of the Valmet Executive Team shall have a possibility to receive a matching share reward for the discretionary period 2015 provided that he or she owns or acquires the Company's shares up to the number determined by the Board of Directors by December 31, 2015. Reward receipt is tied to the continuance of employment or service of the Valmet Executive Team member upon reward payment. The potential reward of the Plan from the discretionary period 2015 will be paid partly as Company shares and partly in cash in 2016. The proportion to be paid in cash is intended to cover taxes and tax-related costs arising from the reward to the key employee. The shares paid as reward may not be transferred during the restriction period, which will end two years from the end of the discretionary period. The Plan is directed to approximately 80 key employees including the Executive Team. The rewards to be paid on the basis of the Plan are in total an approximate maximum of 616,000 Valmet shares and a cash payment needed for taxes and tax-related costs arising from the shares. The Valmet Executive Team can receive in total an approximate maximum of 210,000 shares and a cash payment needed for taxes and tax related costs arising from the shares. The reward of the Plan may not exceed 120 percent of the key employee's annual total base salary.

## Remuneration of the President and CEO and other Executive Team members, 2014

EUR	Annual salaries and other short term benefits	2014 performance bonus	Post-retirement benefits	Share-based payment	Termination benefits	Total
President and CEO	491,400	176,904	189,926	263,218		1,121,448
Other Executive Team members (1)	2,952,319	750,294	831,499	887,717	130,448	5,552,277
<b>Total</b>	<b>3,443,719</b>	<b>927,198</b>	<b>1,021,425</b>	<b>1,150,935</b>	<b>130,448</b>	<b>6,673,725</b>

### Remuneration of the President and the CEO

Valmet's President and CEO Pasi Laine is entitled to participate in Valmet's short- and long-term incentive programs according to the respective terms and conditions of those programs. The terms

and conditions are decided by the Board. The Board assesses the work and performance of the President and CEO and decides on his remuneration. The remuneration of Pasi Laine is described in more detail in the following table.

### Employment terms and conditions of President and CEO Pasi Laine

Base salary and fringe benefits	Total monthly salary EUR 39,000, including salary and fringe benefits (company car and mobile phone).
Short-term incentive (annual bonus)	Annual bonus can be earned in accordance with terms approved by the Board. The maximum bonus is 60 percent of total annual salary.
Long-term incentives	Prior to the partial demerger of Metso Corporation and before Valmet Corporation was incorporated, long-term incentives according to Metso's Long-term Incentive Plan 2012–2014, the maximum bonus is 120 of the total annual salary.  In the Long-term Incentive Plan 2015–2017 approved by Valmet's Board of Directors, there are three discretionary periods, namely calendar years 2015, 2016 and 2017. The reward for each period may not exceed 120 percent of the annual total base salary.
Pension	Retirement age is 63 years. Laine has a defined contribution pension plan. Contribution is 20% of annual salary.
Termination of assignment	Notice period for both parties is six months. Severance pay (if the company terminates the agreement) is six months' notice period compensation plus severance pay corresponding to the last total monthly salary multiplied by 18.