



Code of Metsä

Metsä Group Code of Conduct





Ethical principles are reflected in our daily work

Metsä Group's operations are guided by our values as well as our ownership and business strategies. We are all responsible for ensuring that we know these guidelines and work in accordance with them. This revised Code of Conduct describes our way of working in more detail.

We all should study this Code of Conduct carefully and reflect on our own and our work community's ways of working. There is always something each one of us can improve to ensure that these ethical principles are followed in our operations.

Although we all are responsible for making right decisions, I want to emphasise the importance of the role of management and supervisors, and the power of leading by example. Ethical principles have no meaning if they are merely words in solemn speeches. They must be reflected in our daily work and decisions.

Let's be open to feedback and follow our principles of renewal and continuous improvement. This way, we will create a better place to work for us all and put our value of responsible profitability into action.

A handwritten signature in black ink, appearing to read 'Ilkka Härmälä'. The signature is fluid and cursive.

Ilkka Härmälä

President and CEO

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Our commitment to Personnel, Stakeholders and the Environment

Metsä Group is committed to this Code of Conduct and our objective is to ensure that these common ethical principles are available, understood and applied throughout Metsä Group. We must always be guided by our values – responsible profitability, reliability, cooperation and renewal – which are at the heart of this Code of Conduct.

All our personnel are expected to act ethically and do the right thing. We always follow the laws and regulations, this Code of Conduct and Metsä Group's Policies.

Metsä Group is also committed to respecting internationally recognised human rights. We conduct our operations with honesty, integrity and transparency towards all our stakeholders. We ask, if something is unclear or seems wrong. You can find information on how to raise concerns from the page 38 of this Code of Conduct.

Metsä Group managers lead by example and ensure that our personnel is familiar with these principles.

At Metsä Group, we continuously improve the sustainability of our operations. We recognise the United Nations Sustainable Development Goals (SDGs) and promote them within our areas of influence. We are committed to the UN Global Compact sustainability initiative. We engage our stakeholders and value them as an important channel in supporting our aspiration for continuous improvement of our business operations.

This Code of Conduct sets out the principles to be followed by Metsä Group companies and personnel, as well as business partners when applicable. It also addresses what kind of behaviour is unacceptable. Violations of this Code of Conduct may result in internal disciplinary actions and involvement of the authorities.

In order to ensure that our supply chain is sustainable and ethical business practices are followed, our suppliers are expected to adhere to Metsä Group's Code of Conduct for Suppliers.

These 15 Code of Conduct principles summarise Metsä Group's commitment towards key ethics and compliance areas. These principles should always be interpreted in good faith keeping in mind the best interests of Metsä Group.





1. RESPECT FOR HUMAN RIGHTS

We carry responsibility

Human rights belong to everyone, and we do not tolerate human rights violations in any form. We recognise our ability to contribute to positive human rights impacts. We are committed to avoid any adverse human rights impacts and to address and mitigate such impacts

should they occur. Our personnel shall respect the human rights of colleagues, customers, suppliers, and all other stakeholders they have contact with.

Metsä Group respects internationally recognised human rights, as

declared in the UN Universal Declaration of Human Rights and ILO Labour Standards. We are also committed to acting in compliance with the UN Guiding Principles on Business and Human Rights and expect our business partners to do the same. We are committed

to ensuring that slavery, including child labour, forced labour, human trafficking or any other form of modern slavery, is not taking place in our own business or in our supply chain.

Keep these principles in mind

We encourage our personnel to recognise how human rights are visible in our daily work, including

- Health and safety
- Fair employment practices
- Elimination of discrimination and harassment
- Prohibition of child and forced labour
- Freedom of association and collective bargaining
- Privacy and personal data protection.

**RULE TO
REMEMBER**

We respect human rights in all our operations.



2. HEALTH AND SAFETY

Precaution shows skill at home and at mill

Healthy, motivated and satisfied personnel is one of our success factors. At Metsä Group, occupational health and safety is an integral part of day-to-day management, and preventive actions play a key role.

Metsä Group is committed to providing safe and healthy working conditions to its personnel and contractors. We put safety first in all our operations and our target is zero work related injuries. Everyone, including our business partners,

must be aware of and comply with the applicable safety standards, instructions and practices. All of us are responsible for making our workplace safe and promoting a culture to prevent accidents. We do not hesitate to step in and take corrective actions if we notice any unsafe situations or behaviours.

We want our personnel to be and feel healthy, both at work and at home. We are committed to promote and maintain physical and mental well-being. Metsä Group provides the correct processes and practices while each of us is responsible for actively maintaining and improving our own well-being.

Keep these principles in mind

- Make sure you know the safety instructions and receive the relevant safety training.
- Take care of your personal health and well-being.
- Take corrective action, or speak up immediately, if you notice any unsafe conditions or behaviour.
- Take care of the safety of your colleagues and visitors.
- Remember that our working environment is alcohol and drug free.

**RULE TO
REMEMBER**

Safety starts with me!



3. FAIR EMPLOYMENT PRACTICES

Fair Play – the Metsä way

At Metsä Group we support everyone's professional development and success.

We are committed to comply with applicable labour standards in addition to the laws of the countries where we operate. We encourage

fair and competitive compensation practices to attract and retain the best people. All employment related rights such as the freedom of association and the freedom to join trade unions are fully respected within our operations.

We are committed to ensure that no form of slavery is taking place in our own business or in our supply chain. We will comply with national laws and applicable international standards on minimum age wherever we operate. We do not employ persons below the minimum legal age for

employment in the country where the employment takes place. Young employees (under 18 years) shall not be employed for any work that is likely to jeopardise their health and safety.

Keep these principles in mind

- You have a right to express your views and a right to be heard.
- You have a right to choose whether to join trade unions or not.
- You have a right to a signed employment contract which is provided in a language that is understandable to you.
- You have a right to fair compensation and other employment conditions in accordance with local laws and collective agreements.
- You are always free to terminate your employment in accordance with the terms of your employment contract, applicable laws and collective agreements.

**RULE TO
REMEMBER**

Employment related rights are fully respected.



4. ANTI-DISCRIMINATION AND EQUAL OPPORTUNITIES

Respect is a matter of attitude

Each one of us has the responsibility to make our workplace inclusive and to build a culture that values people's diverse views, backgrounds, characteristics and knowledge.

Metsä Group regards it essential to provide equal opportunities to all. Recruitment, promotion and all other

work-related practices are applied fairly to all individuals based on job requirements and the individual's competence and merits.

We treat everyone equally, fairly and with respect and do not accept discrimination. We expect the same

from our business partners. No one shall be discriminated based on gender (including pregnancy), age, origin, nationality, language, religion, belief, opinion, political activity, trade union activity, family relationships, state of health, disability, sexual

orientation, other personal characteristics or any other reason such as a part-time or fixed term contract status.

Keep these principles in mind

- Remember that diversity is a strength for us.
- Do not discriminate or deny equal opportunities.
- Take the responsibility to build a culture of openness and trust, where people's diverse views and backgrounds are respected and utilised.

RULE TO REMEMBER

We value mutual respect.



5. HARASSMENT-FREE ENVIRONMENT AND UNACCEPTABLE BEHAVIOUR

Growling is for guard dogs

At Metsä Group we are all responsible for creating a positive working environment. Everyone is treated with decency, dignity and respect. We support each other, and work as a team.

We do not tolerate any forms of harassment, including sexual harassment, insults, bullying, intimidation, threats, abuse, exploitation, violence or any other unacceptable behaviour, whether

towards colleagues, customers, suppliers or anyone else. Such behaviour is not acceptable.

Keep these principles in mind

- No abuse, bullying or harassment is allowed, whether verbal, physical or visual.
- Consider the local culture, people's background and beliefs.
- It is not acceptable to share offensive material or make offensive or sexual comments or
- otherwise cause anyone to feel uncomfortable.
- Harassment is determined by actions and how they impact, regardless of intentions.
- Don't be afraid to stop or report inappropriate behaviour, it won't be used against you.

RULE TO REMEMBER

We all contribute to a working environment where harassment is not allowed.



6. RESPECT FOR PRIVACY AND CONFIDENTIALITY

Sometimes walls have ears

Metsä Group is committed to safeguard and process confidential business information and personal data of our employees and other stakeholders in compliance with good data processing practices and applicable legislation. We respect everyone's right to privacy.

All use of devices and communication channels, including email and social media, should be done responsibly and in accordance with company policies and never involve fraudulent, offensive or other illegal purposes. We all have a duty to ensure that information, whether

confidential business information or personal data, is not accessed by non-authorized third parties. All information is used only for legitimate business purposes or as required by law. We expect the same from our business partners.

Keep these principles in mind

- Take personal responsibility to understand how to use devices and information securely.
- Use a secured internet connection when possible.
- Use strong passwords and keep them secret.
- Do not use personal email accounts for work matters.
- Be aware of various phishing attempts.
- Access, collect and store only data you need for your work role. Delete any outdated and unnecessary data.
- Use social media responsibly.
- Report potential data breaches in accordance with internal instructions.

RULE TO REMEMBER

Make sure that information is safeguarded and that no one's privacy is compromised.



7. AVOIDING CONFLICTS OF INTERESTS

When interests conflict, distance yourself

Our personnel must act in the best interest of Metsä Group and avoid any conflicts of interest. A conflict of interest may occur when the person's interests and the interests of Metsä Group are not the same, even if the decision or outcome

appears to be beneficial for everyone. Such interests can be financial or non-financial and mean anything that can influence decision-making.

It is important to recognise conflicts of interests. Special attention

should be paid for example when a family member or a close friend is somehow involved. Even when nothing is wrong, the appearance of conflicting interests may have a significant negative impact on Metsä Group's reputation and business.

Keep these principles in mind

- Speak up without delay if you notice a potential or actual conflict of interest. Often conflicts of interest can be resolved by an open and honest discussion.
- Do not mix Metsä Group's business and any business of your family members, close friends or other related parties.
- Always clearly and openly distance yourself from any decision-making if a close personal contact is involved.
- Do not accept or retain employment or other engagements that could conflict with your role at Metsä Group.
- Remember that no reporting relationships are allowed between individuals who are related or intimately involved.

RULE TO REMEMBER

Open and honest discussion is the best way to avoid conflicts of interest.



8. GIFTS AND HOSPITALITY

All in moderation, also when it comes to gifts

In some cases, gifts and hospitality are part of building business relationships and engaging with stakeholders. According to Metsä Group's guidance, appropriate gifts should be of a nominal value and hospitality of a reasonable value.

It is strictly forbidden to accept, offer or promise gifts or hospitality that might influence or appear to influence decision-making. It is important to recognise that gifts and hospitality can under certain circumstances be considered as

corruption or create conflicts of interest, especially when dealing with public officials.

Any gifts and hospitality must always comply with applicable laws, have legitimate business interest and be transparent and proportionate in the context of Metsä Group's business

activities. Metsä Group personnel must reject offers and never offer any gifts or hospitality in breach of these key principles.

Keep these principles in mind

Gifts and hospitality must never:

- include money transfers, cash or cash equivalent.
- be more than nominal (gifts) or reasonable (hospitality) in value, taking into account local culture and living standards.
- be offered or accepted too often or at an inappropriate time.
- violate the recipient's known organisational policies.
- be inappropriate by nature.
- be offered to or accepted from a public official unless permitted by local legislation.

RULE TO REMEMBER

Gifts and hospitality must never affect or appear to affect decision-making.



9. ANTI-CORRUPTION

Even the smallest gift can be too big

We gain business based on merits. Our business must not be advanced through illegal or unethical ways. We do not tolerate corruption in any form.

Corruption generally refers to obtaining, or attempting to obtain,

a personal benefit or business advantage through improper or illegal means. Corruption may involve improper payments e.g. paying too high commissions or rebates, covering miscellaneous travel expenses, requests to donate to organisations and sponsoring

events. Also, gifts and hospitality can, under certain circumstances, be considered as corruption. Corruption may also be concealed.

The most typical form of corruption is bribery. Bribery is the offering, promising, giving or accepting any undue financial or other advantage to obtain or retain business or other advantages such as regulatory

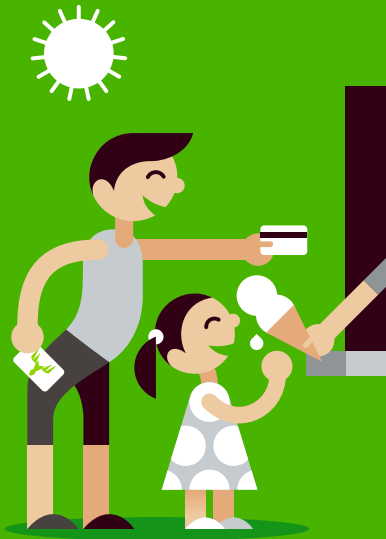
permits or favourable public official decisions. Our personnel or parties acting on our behalf should never offer or receive any benefits to persuade or appear to persuade someone to act in their own or Metsä Group's favour, or to influence the decision-making.

Keep these principles in mind

- Never offer benefits to persuade someone to act in your or Metsä Group's favour.
- Be extra careful when dealing with public officials. Never offer anything that might influence the impartiality required from public officials.
- Concealing or disguising illegal operations is forbidden.

RULE TO REMEMBER

We have a zero tolerance for corruption.



10. FRAUD PREVENTION

Private funds for private funs

All fraudulent actions are forbidden at Metsä Group. Fraud is a commonly used term to describe various forms of theft including dishonest behaviour such as deception, false claims or invoices, hiding of important facts or falsifying

documents. Fraud is usually carried out to unjustly obtain money, property or services.

All Metsä Group personnel are obliged to act with integrity and have the responsibility to keep personal

finances totally separate from the finances of Metsä Group. In addition to internal measures, all criminal activity will be reported to the authorities and those involved may face criminal consequences.

Keep these principles in mind

- Check invoices carefully to ensure that the invoiced amount corresponds with the delivered scope of services or goods.
- Never mix personal and company finances, not even temporarily.
- Follow Metsä Group's travel and expense rules.
- Remember that misuse of Metsä Group's property is forbidden.
- Report without delay, if you suspect fraud or notice suspicious activity either by our own personnel or by our business partners.

RULE TO REMEMBER

Fraud is never acceptable – keep an eye out for obvious signs.



11. PRUDENT ACCOUNTING AND ANTI-MONEY LAUNDERING

Laundering is only for clothes

High integrity and transparency should be followed when recording and reporting financial and non-financial information. A failure to record transactions accurately, creating misleading information

or influencing others to do so, can constitute fraud.

All financial information must be recorded accurately and at the right time in Metsä Group's accounts

following applicable laws, local and international financial reporting rules as well as our own policies and instructions. Also, taxes and tax-like charges must be reported and paid duly according to applicable laws.

Metsä Group is committed to comply with all applicable anti-

money laundering legislation. Money laundering refers to disguising the origin of criminal money or assets to make them appear as if they came from a legal source. All necessary precautions must be taken to prevent any participation with activities related to money laundering.

Keep these principles in mind

- Make sure you give a true and fair view in all financial and non-financial reporting where you are involved.
- Do not withhold financially important information or create misleading information.
- Keep an eye out for unusual or complex payment structures or requests for payment to an unrelated account, country or third party.
- Report without delay, if you notice misleading information.

RULE TO REMEMBER

We report financial information accurately and transparently.



12. TRADE COMPLIANCE

Seal the deal by the book

Integrity starts with us and is equally expected from our business partners. We comply with applicable legislation that affect our operations and follow high ethical standards. We expect the same from anyone doing business with us. This includes complying with applicable trade

embargoes, sanctions and customs import and export regulations.

To meet these demands, and to mitigate the risk of becoming involved in illegal activities or negative publicity, we need to know who we trade with. This includes our

customers, agents, suppliers and other business partners. All business partners must be selected with care. Special attention needs to be paid when engaging new or continuing business with existing business

partners in countries subject to trade sanctions or with high perceived corruption level.

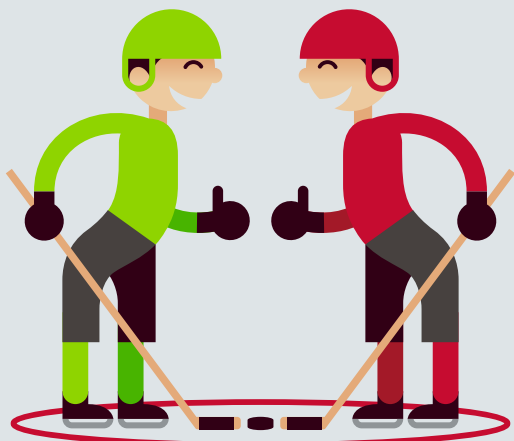
Keep these principles in mind

Follow our internal processes to make sure that

- suppliers commit to Metsä Group's Code of Conduct for Suppliers and agents to this Code of Conduct.
- current and new business partners are screened against applicable sanction lists as well as against money laundering,
- human rights violations and other activities which decrease the trust in the business partner, its management or operations.
- current and new business partners have gone through the necessary financial checks.

RULE TO REMEMBER

Know your business partners.



13. FAIR COMPETITION

Honest fight – competing right

Metsä Group's business is based on fair competition. Competition law prohibits agreements and other practices that restrict competition.

Metsä Group companies or personnel must not take part in any cartels. Discussing or otherwise

exchanging non-public information with competitors shall be limited to what is legal and necessary as a part of day-to-day business. We must allow our customers and distributors fair opportunities to compete in their markets. It is not allowed to impose prices at which distributors

or customers resell products or limit our distributors' or customers' right to resell when responding to unsolicited orders.

Group's reputation and business and might lead to criminal consequences for those involved.

Breaches of competition law carry a significant negative impact on Metsä

Keep these principles in mind

- Be independent when making business decisions, such as determining prices and terms and conditions.
- Do not discuss or exchange commercially sensitive information with competitors, including pricing information.
- Document cooperation with competitors.
- Explicitly reject in writing any participation in anticompetitive
- conduct, whether during meetings, concerning email correspondence, or otherwise.
- Always contact Metsä Group Legal Services, if in doubt about any competition issues or if contacted by the competition authorities.
- Keep in mind that all contracts and cooperation with competitors will have to be reviewed by Metsä Group Legal Services.

**RULE TO
REMEMBER**

We compete only within the limits permitted by law.



14. RESPECT FOR THE ENVIRONMENT

Nature is vulnerable, handle it with care

Metsä Group's products are made of renewable raw material and offer sustainable alternatives for products made of fossil-based raw materials. Our business areas create a strong value chain where wood is used efficiently for the purpose which creates the most value.

Metsä Group reviews its business operations continuously in terms of profitability and environmental impacts. We strive to continuously develop our environmental performance. We target to minimise our fossil CO₂ emissions, and utilise technologies and processes that enable us to minimise our

environmental impacts. The side streams generated during production are utilised either as material or in energy production, thereby minimising waste. We use all resources, materials, energy and water efficiently.

Metsä Group procures wood from Northern forest areas where forest growth exceeds their use. Our sustainable forest management

practices ensure that forest regeneration is safeguarded.

The majority of the wood Metsä Group procures is certified. Third-party forest certification ensures that the forest has been used legally and managed sustainably, safeguarding biodiversity. We always know the origin of the wood we use and can verify that the origin is legal and that the supply chain is sustainable.

Keep these principles in mind

- We value forests and nature and its diversity. We also consider the multiple use of forests important.
- We always know the origin of the wood we use.
- We understand our environmental responsibilities and comply with legal requirements.
- Proactive environmental protection is the starting point for our operations.
- We act without delay on any circumstances that may cause a risk to the environment.
- We conduct measurements on environmental performance accurately and report openly to supervisory authority among others.
- We minimise waste and treat all side streams of production and waste according to instructions.

**RULE TO
REMEMBER**

We continuously improve our environmental performance.



15. PRODUCT SAFETY

No compromises on product safety

The safety of Metsä Group's products is ensured throughout the value chain. Our main raw material is wood, the origin of which we always know. The other raw materials come from reliable suppliers who comply with Metsä Group's Code of Conduct for Suppliers, including product safety requirements.

Metsä Group's mills follow good manufacturing practices and are certified according to appropriate quality management systems. Mills that produce products that come into contact with food, such as paperboards, comply with the same product safety requirements as the food industry. Our products

are tested internally and externally to meet the requirements of different market areas.

Our mills and expert teams are tasked to ensure safe products for our customers. We follow closely any changes in legislation and indications received from the market regarding

product safety. Personnel working in production environment are all trained to pay attention to neat, clean and orderly working practices and working environment.

Keep these principles in mind

- We make no compromises on product safety. Our products are safe for people and the environment.
- We comply with the regulatory requirements, standards and instructions, such as requirements for food contact materials and construction materials.
- We make sure that all product safety statements are up-to-date.
- We take care of product safety training.

RULE TO REMEMBER

The safety of our products is ensured at every stage of the supply chain.



How do I raise concerns?

Our working culture is based on openness and honesty. At Metsä Group, we want to encourage our personnel to ask questions and raise concerns. Sometimes we may come across challenging situations in which the right choice is unclear. If you are unsure, it is always better to ask.

We all have a duty to promptly report any potential or actual breach of law, this Code of Conduct or any of Metsä Group's Policies. By raising your concern, you help to protect yourself, your colleagues and Metsä Group. Every genuine concern and reported misconduct will be investigated and necessary actions taken.

HOW DO I KNOW WHEN TO SEEK GUIDANCE?

If something does not feel right, then it might not be the right thing to do. Always ask yourself:

- Am I sure this course of action is legal? Is it consistent with our values, Code of Conduct, Policies and other internal instructions?
- Could it be considered unethical or dishonest?
- Could it be harmful to Metsä Group's reputation?
- Will this harm others or myself?
- Would you be happy to read about the matter on the front page of a newspaper or discuss it with your co-workers on a coffee break?

HOW TO RAISE CONCERNS?

If you need to raise a concern or report misconduct, your direct superior is likely to be the best person to speak to. If you do not feel comfortable speaking with your direct superior or feel that your concerns are not being taken seriously, you may contact:

- Local management
- Human Resources (HR)
- Any member of the Compliance Committee or via the
- Compliance and Ethics Channel, available in intranet and at Metsä Group's web pages (enables also anonymous reporting)

Metsä Group encourages reporting with your own name, however anonymous notifications are also possible where permitted by local laws.

Any manager or HR representative becoming aware of a potential or actual breach, is obliged to report such instance to a member of the Compliance Committee. If you are asked not to report a potential breach, you must immediately report this to a member of the Compliance Committee. The Compliance Committee is responsible for handling investigations in a fair, confidential, prompt and professional manner and ensuring that the possible consequences and corrective actions are appropriate.

CONSEQUENCES

Violations of law, this Code of Conduct or Metsä Group's Policies may result in internal disciplinary actions up to and including termination of employment. Also, a failure to report a known violation, a failure to cooperate in investigations, attempt to prevent a colleague from reporting violations or making a false report may result in disciplinary actions. Violations may also lead to civil or criminal consequences. All criminal cases will be reported to the authorities.

NO RETALIATION

Metsä Group is committed to protect the rights and privacy of individuals who raise concerns, report in good faith breaches of law, our Code of Conduct or other non-compliance issues. Metsä Group does not tolerate any form of retaliation against persons reporting concerns in good faith. All communication will be kept confidential whenever possible.

