

RULES OF PROCEDURE FOR METSÄ BOARD CORPORATION'S BOARD OF DIRECTORS

The Board of Directors has adopted rules of procedure that guide its work and supplement the provisions of the Finnish Limited Liability Companies Act and the Securities Markets Act, the Articles of Association of Metsä Board Corporation, the instructions and recommendations issued by the competent authorities and Nasdaq Helsinki Ltd, and the Finnish Corporate Governance Code issued by the Securities Market Association.

1. Composition and term of office

According to the Articles of Association of Metsä Board Corporation, the Board of Directors shall consist of a minimum of five (5) and a maximum of ten (10) members. The members of the Board of Directors shall be elected by the Annual General Meeting. A member's term of office shall begin at the closure of the Annual General Meeting at which they are elected, and shall continue until the closure of the next Annual General Meeting.

The Board members to be elected must have sufficient competence and enough time to attend to their duties. A majority of Board members shall be independent of the Company, and at least two members shall also be independent of significant shareholders as defined in the Finnish Corporate Governance Code. The Board shall have members of both genders.

2. Organisation

At its organising meeting, the Board shall elect a Chair and a Deputy Chair from among its members and calls a secretary. The Chair shall ensure that these rules of procedure are followed.

The Board shall establish such committees it deems necessary for the proper organisation and facilitation of its work and shall appoint the members from among its members. The Board of Directors shall adopt the rules of procedure for the committees it has established and shall decide on changes thereto if necessary. The Board is responsible for the functioning of the committees and makes decisions on matters prepared by the committees, with the exception of proposals on the number of Board members, Board composition and the remuneration of Board members, which proposals are made directly to the Annual General Meeting by the Nomination and Remuneration Committee.

3. Duties

The Board's duty is to promote the interests of the Company and all its shareholders and to increase the value of the Company over the long term. Individual Board members do not represent individual shareholders.

The Board shall be responsible for the Company's administration and for the proper organisation of the Company's operations and accounting. The Board shall also govern and supervise the operations of Metsä Board Group. The Board has authority over matters that, considering the scope and quality of the Company's operations, are significant and far-reaching in terms of finance, business operations or operating principles, and are therefore not part of the day-to-day business. The Board of Directors shall ensure that the Company operates responsibly and takes into account both the collective interests of the shareholders and the interests of the company's other stakeholders.

Specifically, the Board of Directors shall:

1. nominate and dismiss the CEO and the deputy CEO and decide on the CEO's terms of engagement;
2. organise the Company's accounting, financial and risk management, and the supervision of the financial and sustainability reporting process, as well as analyse the risks that are the most significant for the group;
3. supervise the CEO's management of the Company's operative management in line with the Board's instructions and orders;
4. adopt the Company's values and the Board's diversity policy;
5. monitor and guide the Company's contribution to sustainable development;
6. review and adopt the Company's long-term action plan, strategy, annual action plan and budget;
7. decide on significant investments, corporate transactions, and take decisions on acquisitions, mergers, divestments and closures of business operations;

8. decide on significant financing arrangements, including debt financing, the provision of securities and subsidiary capitalisation;
9. decide on the assignment or pledging as securities of the Company's significant fixed assets;
10. decide on the granting of donations to the extent that they do not fall within the competence of the General Meeting;
11. decide on the delegation of its powers, subject to express limits of approval and rules of delegation, and the granting and revoking of representation rights;
12. convene an Annual General Meeting and supervise the implementation of resolutions it passes;
13. sign and present to the Annual General Meeting the financial statements and the Board of Directors' annual review, including a sustainability report, and prepare a proposal for dividend distribution;
14. approve and publish a financial statement bulletin, half-yearly review and interim reports for each quarter;
15. adopt the key policies guiding the Company's business operations; insider guidelines and disclosure policy governing communications, and supervise their application;
16. decide on remuneration schemes, their criteria and conditions, as well as monitor their implementation.

4. Meetings and decision-making

The Board of Directors' regular meeting schedule for the next financial year shall be confirmed at the organising meeting at the latest. In addition, the Board shall determine an annual calendar, which provides the basis for the items to be addressed at the meetings. As a rule, the Board shall convene about once a month, in addition to which the Chair (or in their absence the Deputy Chair) shall convene a Board meeting whenever necessary. Furthermore, a meeting shall be convened if the CEO or a Board member requires it. Technical aids may be used to organise the meeting (remote meeting). The Chair shall approve the agenda for each meeting and shall ensure that the secretary prepares the minutes for each meeting. The minutes shall be signed by the Chair, secretary and a Board member appointed to

scrutinise the minutes of each meeting. The minutes shall be signed at the next Board meeting. A member has the right to have a dissenting opinion recorded in the minutes.

The Board of Directors has a quorum when more than half of its members are present. The decision of the Board of Directors shall be the opinion that is supported by more than half the members present, or if the votes are even, the opinion supported by the Chair of the Board.

5. Preparation

The agenda for the meeting, the minutes of the previous meeting and the presentations concerning the items to be discussed at the meeting shall be sent to the Board members approximately one week in advance. The Chair is responsible for preparing the material produced for Board meetings.

The CEO or a person appointed by the CEO shall prepare and present the matters dealt with at the Board meetings. The person presenting each item shall prepare the items on the agenda thoroughly and check that the presentation material has been appropriately prepared. The presentation material shall include a summary and an explicit proposal for action or resolution if any.

6. Conflict of interest

Members of the Board of Directors, the CEO and Company employees are disqualified from participating in the processing of a matter

1. in which they themselves or their close relative or a company, entity or other organisation, in a body of which they act, or in which they have a significant ownership or other interest, is the Company's contracting or other counterparty, or
2. from which they can expect an essential benefit which might conflict with the Company's interest.

In Board meetings, a Board member, CEO or employee, who has a conflict of interest, is not allowed to participate in the discussion of the matter, in the making of a decision proposal or in decision making. However, a disqualified person can be heard for the purpose of clarifying the matter. Conflicts of interest rules also apply outside meetings. A member of the Board of Directors is obligated to inform the Board of any situation in which they are disqualified, or in which there is otherwise a potential conflict of interest.

7. Evaluation of the Board's performance

The Board of Directors shall evaluate its performance and working methods annually by means of an anonymous self-assessment questionnaire carried out at the end of the year or can appoint an outside expert to carry out this evaluation.

8. Validity

The Board of Directors shall review these Rules of Procedure at regular intervals and make amendments thereto if necessary.