

19 March 2026

Resolutions of Metsä Board Corporation's Annual General Meeting and Board of Directors' Assembly Meeting

The Annual General Meeting of Metsä Board Corporation held today, 19 March 2026 supported all the proposals made by the Board of Directors to the Annual General Meeting and adopted the following resolutions:

Financial statements and distribution of profits

The Annual General Meeting adopted the company's financial statements for the financial year 2025 and resolved that no dividend will be distributed.

Discharge from liability

The Annual General Meeting resolved to discharge the members of the Board of Directors and the CEOs from liability for the financial year 2025.

Remuneration Report

The Annual General Meeting resolved to approve the remuneration report for governing bodies.

Remuneration of the members of the Board of Directors

The Annual General Meeting resolved to keep the annual remuneration of the members of the Board of Directors unchanged so that the Chair will be paid EUR 99,000, the Vice Chair EUR 85,000 and ordinary members EUR 67,000 per year. The Annual General Meeting resolved that half of the annual remuneration will 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 2026 (or on the first date possible according to applicable legislation). The transfer of such shares is restricted for a two-year period as of their payment. The company will bear the costs of acquiring the shares and any transfer tax. The Annual General Meeting also resolved that the annual remuneration paid to the members of the Board of Directors will accrue pension and that the members will therefore fall within the scope of the insurance pursuant to Section 8 of the Employees' Pension Act, based on which the annual remuneration will be subject to the payment of a pension insurance contribution (TyEL).

It was resolved that a meeting fee of EUR 1,000 per meeting is paid for meetings of the Board of Directors and its Committees not requiring travel outside of a country and EUR 2,000 per meeting for meetings requiring international travel, including committee meetings. For meetings held per capsulam or only by teleconference, a meeting fee of EUR 500 per meeting is paid without reference to the location of the meeting. The meeting fee is paid only once if more than one Board or Board Committee meeting is held during the same 24-hour period. Meeting fees shall be paid in cash. Further, the Annual General Meeting resolved to maintain the monthly remuneration for the Chair of the Audit Committee unchanged at EUR 900. It was resolved that any travel expenses will be reimbursed in accordance with the company's valid travel policy. If the term of a member of the Board of Directors terminates before the Annual General Meeting of 2027, the Board has the right to decide upon potential reclaim of the annual remuneration as it deems appropriate.

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Composition of the Board of Directors

The Annual General Meeting confirmed the number of members of the Board of Directors as nine (9) and elected the following persons as members of the Board of Directors: Elina Björklund M.Sc. (Economics), Leena Craelius M.Sc. (Economics), Raija-Leena Hankonen-Nybom M.Sc. (Economics), Mari Kiviniemi M.Soc.Sc. (Economics), Jussi Linnaranta M.Sc. (Agriculture and Forestry), Jukka Moisio M.Sc. (Economics), Mikko Mäkimattila M.Sc. (Agriculture and Forestry), Daniel Peltonen M.Sc. (Chemical Technology & Industrial Economy) and Jussi Vanhanen LL.M (Law). The term of office of the members of the Board of Directors expires at the end of the next Annual General Meeting.

Auditor and Sustainability Auditor

The Annual General Meeting elected audit firm KPMG Oy Ab as the company's auditor and Sustainability Auditor. KPMG Oy Ab has informed the company that Henrik Holmbom, Authorised Public Accountant and authorised sustainability auditor (KRT), will act as the auditor with principal responsibility. The term of the auditor and sustainability auditor ends upon the closing of the Annual General Meeting following the election. The Annual General Meeting resolved that the auditor's and sustainability auditor's fee will be paid in accordance with the auditor's reasonable invoice as approved by the company.

Authorisation to resolve on the issuance of shares and special rights entitling to shares

The Annual General Meeting resolved to authorise the Board of Directors to decide on the issuance of shares, the transfer of treasury shares and the issuance of special rights referred to in Chapter 10, Section 1 of the Finnish Companies Act. The authorisation applies to Series B shares. By virtue of the authorisation the Board of Directors may issue new shares or transfer treasury shares up to a maximum of 35,000,000 shares, including shares that may be issued by virtue of special rights referred to in Chapter 10, Section 1 of the Finnish Companies Act. The 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. New shares may be issued, and treasury shares transferred, either against payment or free of charge. A directed share 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.

The authorisation is effective until 30 June 2027 and it cancels the authorisation granted to the Board by the Annual General Meeting of 20 March 2025 on deciding on the issuance of shares and special rights entitling to shares.

Authorisation to decide on the repurchase of the company's own shares

The Annual General Meeting resolved to authorise the Board of Directors to decide on the repurchase of the company's own Series B shares. 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.

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The authorisation is effective until 30 June 2027 and it cancels the authorisation granted to the Board by the Annual General Meeting of 20 March 2025 on deciding on the repurchase of the Company's own shares.