



Outotec Board of Directors' Principles on Diversity

Outotec's Board of Directors has defined its principles on diversity. The factors to be taken into account when deciding a composition of the Board of the Directors:

- The Board of Directors as a whole possesses the necessary knowledge and experience on the business, social and cultural conditions in the most significant markets to Outotec's business.
- The Board of the Directors should have a fair and balanced combination of professional experience, skills, gender, nationality, knowledge, and variety of opinions and backgrounds considering Outotec's current and future needs. Outotec's long-term objective is to have a fair and balanced representation of both genders in the Board.
- In addition, the members of the Board of Directors shall jointly have a sufficiently diverse professional and educational background; strong industry knowledge; strategy development and implementation skills; balanced geographical and nationality background; knowledge on macroeconomics and international economics; experience in company leadership in various development phases; sufficient and fair diverse age and gender distribution to meet fair and balanced gender representation; an appropriate balance of decision-making capability, skills and experience; other personal capabilities such as innovation and constructive questioning; and sufficient time available for Board work.

The actions that have been taken in order to achieve the diversity objectives are the following:

- The Chairman of the Board shall present the required competences and skills of a member of the Board of Directors to the Nomination Board, as well as the proposal on the Board composition;
- The Nomination Board shall identify, evaluate and recommend candidates for the Board;
- the Nomination Boards' preparatory work aims, above all, to ensure that the diversity principles are followed when nominating the Board of Directors, and that the Board functions well as a whole, and that the competence profile of Board of Directors supports Outotec's existing and future businesses and is consistent with Outotec's strategic goals.
- The Nomination Board prepares a proposal for the Annual General Meeting
- The proposal to the Annual General Meeting regarding the Board composition shall be always be ultimately decided based on the qualification and competence which each candidate would bring to the Board.
- The achievement of diversity objectives and progress in achieving the objectives shall be assessed as part of the Nomination Board's self-assessment discussion.