



# Code of Conduct

Metso:Outotec



# Message from the CEO



## Our Code of Conduct guides us every day

The newly established Metso Outotec is targeted to become one of the top tier companies in its field. Tier one companies share certain characteristics: they are strong in their customers' minds, they consistently deliver strong financial results, they have a positive impact on the societies they operate in, and they have highly competent people and a strong culture. What underlies all these characteristics is an unambiguous Code of Conduct.

Metso Outotec operates in more than 50 countries and has thousands of employees globally. It is important that we share the same company values and work with the highest integrity wherever we have operations. Moreover, the third parties we work with must also comply with similar principles.

This Code of Conduct has been approved by Metso Outotec's Board of Directors. It summarizes the key principles that guide our daily behavior. All Metso Outotec employees are expected to follow it — every day and in every business situation or transaction. Our Code summarizes the global guidelines and practices that need to be considered in our decision-making and interactions with our customers, business partners and colleagues.

It is possible that our Code does not address every single situation you come across in your work. In these situations, you need to use your best judgment and common sense or, if in doubt, always consult your manager, HR contact or Metso Outotec's legal and compliance team.

Building a culture that is based on integrity and openness is everybody's responsibility. It is imperative that we all internalize these important core principles so that we can demonstrate them through our actions to our stakeholders and thus strengthen the unique Metso Outotec culture and brand.

Please familiarize yourself with the Metso Outotec Code of Conduct and use it as the guiding principle in your daily work.

Pekka Vauramo,  
President and CEO  
Metso Outotec



## About this Code of Conduct

We are committed to proper business conduct and demonstrated integrity in everything we do. In addition to the various laws, regulations and policies that apply to Metso Outotec as a global company, this Code of Conduct sets the minimum standard we apply.

This Code of Conduct applies to all Metso Outotec employees irrespective of their position, responsibilities and location. We also expect all third parties doing business with us to apply similar principles and share our commitment to proper business behavior.

You are required to read and comply with our Code of Conduct. Our Code of Conduct cannot deal with every difficult situation you may encounter, you must also consider other specific company policies and seek clarification as set out below to ensure you understand what we expect of you.

Illegal or improper behavior or breaches of our Code of Conduct may, following investigation as set out below, lead to disciplinary action, including termination of employment.

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# People

## Health & safety

We are committed to providing a healthy and safe working environment for all our employees, contractors and others working with us. We emphasize our health and safety standards when interacting with third parties.

Health and safety are everyone's responsibility. We require all of us to know and comply with all relevant health and safety regulations and instructions. We target for all injuries, safety incidents and health hazards to be prevented.

## Human rights

We respect and are committed to operating in a manner consistent with internationally proclaimed human rights, including the United Nations Universal Declaration of Human Rights, the United Nations Guiding Principles on Business and Human Rights, the Ten Principles of the United Nations Global Compact, and the International Labour Organization's Declaration of Fundamental Principles and Rights at Work.



# Fair employment

We treat our employees fairly and with respect. We value diversity and we recruit, develop and promote based on merit, regardless of gender identity, race, religion, age, sexual orientation, disability, nationality, political opinion, union affiliation, social background and ethnic origin.

We do not use or tolerate any form of compulsory, forced or child labor. We respect all applicable laws and regulations regarding working hours and employee compensation. We respect freedom of association and the right to collective bargaining.

# Harassment

We are committed to providing a workplace where our employees can perform their work in an environment of mutual respect and fairness. We do not tolerate any form of physical, sexual or verbal harassment, actual or threatened violence, bullying, discrimination, humiliation or intimidation.

We expect all our employees to be inclusive and supportive. We expect our employees to know and respect cultural considerations when travelling or interacting with someone from a different cultural background.

These principles apply to all our workplaces, when conducting business for us or otherwise representing us in any manner, including when travelling, at the premises of third parties or on social media.





# Business conduct

## Laws & regulations

We respect all relevant laws, regulations and customs wherever we operate. In the event of any inconsistency between our Code of Conduct and any local laws, regulations or customs, we apply the higher standard.

Violations of applicable laws, such as in particular anti-corruption and competition laws, may result in significant penalties, financial losses and reputational damage for Metso Outotec and lead to disciplinary action, including termination of employment, for anyone involved.

## Corruption & money laundering

We apply a zero-tolerance approach for corruption and bribery, and we comply with all applicable national and internationally applied anti-corruption laws. We do not engage in business with customers, agents, distributors, suppliers, consultants or other third parties that do not share these principles.

We do not offer, pay, demand, or accept any bribes, kickbacks or facilitation payments, whether directly or through an agent, distributor or another third party. These principles apply for both the public and the private sector.

We do not accept, facilitate or support any business transactions that violate any anti-money laundering or terrorist financing laws. We are committed to ensuring that our products and services will be used only for legitimate purposes with funds derived from legitimate sources.





## Gifts & entertainment

We acknowledge that offering and accepting gifts, hospitality and entertainment is an established aspect of normal business practice in many locations where we operate, but we do not compromise on our anti-corruption policy.

You are permitted to offer and accept customary gifts, hospitality and entertainment if these remain occasional and modest, are offered or accepted in the course of normal business conduct and have been approved in accordance with our policies. Gifts, hospitality or entertainment must never involve cash gifts, cash gift cards or the like and must never be offered or accepted with the aim to influence a business decision.

## Conflict of interest

We expect all our employees to always act in the best interest of Metso Outotec. You must promptly disclose to your manager and HR business partner any actual, potential or perceived conflict of interest and remove yourself from related decision-making processes for Metso Outotec.

A conflict of interest is a situation in which you have competing interests or loyalties that may affect your ability to perform your work for Metso Outotec or could be influenced by a financial or other benefit for you or someone close to you.

We comply with all applicable insider rules prohibiting the disclosure and use of information not generally known to the public that is likely to influence the value of Metso Outotec's shares and other financial instruments.



## Third parties

We expect and will assess customers, suppliers, agents, distributors, consultants and other business partners to be committed to and comply with the same principles of proper business behavior as set out in our Code of Conduct.

## Government relations

We engage with governmental authorities with integrity and we remain politically neutral. We do not make donations or contributions to any political party or candidate.

## Company information

We maintain accurate and complete company records consistent with relevant laws and industry standards and subject to internal controls, and we publish financial and non-financial information on a regular basis. We strive to provide our stakeholders with information on our status and performance transparently, without favoring one group or individual, and we are careful not to disclose sensitive information outside authorized channels.

## Competition

We are committed to fair and transparent competition, and we comply with all relevant competition laws. We do not engage in any price fixing, market or customer allocations, bid rigging, illegal bundling, exchange of competitively sensitive information or other unlawful competition-restricting arrangements with customers, suppliers, agents, distributors, consultants and other business partners.

## Trade compliance

We comply with all relevant trade sanctions and applicable export and Harmonized System tariff laws and regulations. We are committed to responsible trade that avoids the use of conflict minerals. We expect our suppliers to comply with these principles.

# Company assets

## Privacy

We are committed to collect, process and retain personal data of our employees and business partners consistent with applicable data privacy and protection laws and regulations and only for legitimate business purposes.

## Intellectual property rights

We must protect our intellectual property rights by appropriate restricted disclosure, confidentiality and licensing arrangements and other measures. We similarly respect and are committed to not using intellectual property rights of others without permission.

Intellectual property rights include registered rights, such as patents and trademarks, as well as unregistered rights, such as trade secrets, copyrights and know-how. Intellectual property rights are a key asset and represent a significant value for our business.





# Confidentiality

We must protect and limit access to confidential information on a need-to-know basis and ensure that it will only be used for permitted purposes. This applies to our own confidential information and confidential information of our customers, suppliers and other business partners.

Confidential information includes technologies, designs and other technical data, financial information, commercial information, such as sales opportunities, and customer details and personal information.

# Company property

All Metso Outotec property must only be used for business purposes, unless otherwise agreed. We similarly respect all property of our customers, suppliers or other business partners made available for our use.

# IT & cybersecurity

We must safeguard our IT infrastructure against unauthorized access, viruses, cyber-attacks, phishing, damage or theft consistent with our instructions. We must not use our IT devices and systems to access, store or upload any illegal, inappropriate, obscene or offensive material from the internet or other sources, including social media.

Access to our IT devices and systems may be monitored and blocked when required. All data stored on our IT devices and systems may, consistent with applicable laws, be accessed and reviewed by us for business, IT maintenance and legal reasons, including for the investigation of any illegal or unethical behavior.

We encourage you to engage in different social media channels to support our customers, build the Metso Outotec brand and communicate with stakeholders. In using social media channels, we must act with integrity, consider the target audience, and must not disclose confidential information.

# Brand & reputation

We must promote and protect our reputation and always act and treat others with integrity and respect when representing or interacting for Metso Outotec, including on business travel and long-term assignments.

We aim to maximize customer recognition of our brand and to support our business strategy by building and strengthening our brand. We must ensure that our visual brand guidelines are followed for buildings, vehicles, products, clothing and documents.

# Sustainability

## Community

We are committed to supporting local communities where we operate through training and recruitment of local people and, consistent with our sponsorship and donation principles, by supporting local economic developments or charitable institutions.

We encourage our employees to participate in community programs through volunteering and other initiatives, often in partnership with our local business partners and non-governmental organizations.

## Environment

We are committed to minimizing our environmental footprint and the impact of our operations and to influencing the operations of our customers and suppliers. We aim for the efficient and sustainable use of energy, water and other resources and for minimized emissions and waste.

We have set a sustainability agenda that is monitored and reported in our annual sustainability reporting with verified data. We strive for constant environmental improvements for our customers through our solutions, equipment and services.

## Quality & product compliance

We are committed to developing, designing and delivering solutions, equipment and services consistent with the relevant legislative and regulatory product safety requirements that meet or exceed our customers' expectations and industry requirements.



# Speak up

## Queries

We encourage you to contact your line manager or a Compliance or Sustainability representative in case of any queries or uncertainty about your obligations under this Code of Conduct. It is your obligation to ensure that you understand our Code of Conduct.

We provide Code of Conduct training for all employees and selected third parties. Further guidance and details on various topics set out in this Code of Conduct will also be available in additional policies and guidelines.

## Reporting misconduct

We expect you to report any breach of our Code of Conduct or any observed illegal or unethical behavior, and we encourage you to report any suspected illegal or unethical behavior or breach of our Code of Conduct.

Reports may be made anonymously and may be made through our whistleblower line. The different contact options for our whistleblower line are available on both our intranet and internet pages.

Reports may also be made in person or via telephone or e-mail to a Compliance representative, Internal Audit representative, HR representative or your manager.

## Investigations

All reports of observed or suspected misconduct will be investigated and treated in full confidence and the anonymity of the reporter will be protected. Reports will not lead to retaliation or negative consequences for the reporter, provided these are made in good faith (honest, genuine and motivated by the aim to disclose misconduct).

Investigations may be handled internally by Compliance and/or Internal Audit with internal and/or external support from, e.g., forensic service providers as required. Serious cases may also be submitted for review and decision making to executive management. A summary of reports and details of serious cases are reported to the General Counsel and to the Audit and Risk Committee on a regular basis.



