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Terms and conditions of the Share Exchange Offer

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Attachment to Stock Exchange

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Release on November 20, 2009

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at 8:30 a.m. local time

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## **TERMS AND CONDITIONS OF THE SHARE EXCHANGE OFFER**

### **Object of the Share Exchange Offer**

Pursuant to the terms and conditions of the Share Exchange Offer, Metso offers to acquire (i) all issued and outstanding shares in Tamfelt (the “Shares”); and (ii) all stock options (“Stock Options”), which are not owned by Tamfelt or its subsidiaries or not already owned by Metso or its Affiliates.

If a holder of Stock Options subscribes for new Shares in accordance with the terms and conditions of any stock option scheme of Tamfelt before the expiration of the Offer Period (including any extended or discontinued extended Offer Period), the Stock Option holder has the right to accept the Share Exchange Offer within the Offer Period (including any extended or discontinued extended Offer Period) in respect of the new Shares subscribed for on the basis of any Stock Options after the new Shares have been registered on the book-entry account of the subscriber.

### **Share Consideration and Stock Option Consideration**

In the Share Exchange Offer, Metso is offering (i) three (3) new shares in Metso for each ten (10) Shares (the “Share Consideration”) and (ii) EUR 0.35 for each Stock Option (the “Stock Option Consideration”), provided, that the Share Exchange Offer has been validly approved according to its terms and conditions and that the acceptance has not been validly withdrawn.

The Share Consideration has been determined based on 30,093,763 issued and outstanding Shares as of the date of this Share Exchange Offer Document (all issued and outstanding Shares other than the Shares which are owned by Tamfelt or its subsidiaries). In the event that the number of Shares increases or Tamfelt issues special rights entitling to Shares in accordance with Chapter 10 of the Finnish Companies Act prior to the Completion Date (as defined below under “—Conditions to Completion of the Share Exchange Offer”), other than any issuance of Shares pursuant to the exercise of any Stock Options, Metso shall have the right to adjust the Share Consideration accordingly.

Fractional entitlements to Metso shares will not be delivered to Tamfelt shareholders. To the extent that Tamfelt shareholders will be entitled to fractional entitlements, such fractional entitlements will be combined and sold on the Helsinki Stock Exchange on behalf of, and proceeds of the sales according to the average selling price, deducted with direct sales costs, will be distributed *pro rata* to, Tamfelt shareholders entitled to fractional entitlements.

Metso shares to be issued as part of the Share Consideration will have the same dividend rights as the other currently outstanding Metso shares. For further information on dividend payments, see section “Information on Metso—Dividends and Dividend Policy”.

### **Share Exchange Offer Period**

The Share Exchange offer period begins on November 23, 2009 at 9:00 a.m. (Finnish time) and expires on December 18, 2009 at 16:00 p.m. (Finnish time), unless the Offer Period is extended or any extended

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offer period is discontinued as described below (the “Offer Period”). The acceptance of the Share Exchange Offer must be received by the recipient, as described below under “—Acceptance Procedure for the Share Exchange Offer,” before the expiration of the Offer Period.

Metso may extend the Offer Period at any time. Metso will announce a possible extension of the Offer Period through a stock exchange release on the first banking day in Finland following the expiration of the original Offer Period, at the latest. Furthermore, Metso will announce any possible further extension of an already extended Offer Period or an extension of a discontinued extended Offer Period, at the latest, on the first banking day in Finland following the expiration of an already extended Offer Period or a discontinued extended Offer Period.

The duration of the Offer Period in its entirety may be ten (10) weeks at the maximum. If, however, the conditions to the completion of the Share Exchange Offer have not been fulfilled due to a particular obstacle as provided in Standard 5.2c of the Finnish Financial Supervisory Authority on Takeover Bids and Mandatory Bids, such as pending merger control proceedings, Metso may extend the duration of the Offer Period beyond ten (10) weeks until such obstacle has been removed and Metso has had reasonable time to consider the situation in question. In such case, Metso shall announce a new expiration date no less than two (2) weeks prior to the date of expiration of any extended Offer Period.

Metso may discontinue any extended Offer Period. Metso will announce its decision on the discontinuation of any extended Offer Period as soon as reasonably possible after such decision has been taken and, in any case, no less than one (1) week prior to the expiration of the discontinued extended Offer Period. If Metso discontinues an extended Offer Period, the Offer Period will expire at an earlier time on a date announced by Metso.

### **Conditions to Completion of the Share Exchange Offer**

A condition to the completion of the Share Exchange Offer is that the requirements set forth below (the “Conditions to Completion”) for the completion of the Share Exchange Offer are fulfilled on or by the date when the trades in respect of Shares and Stock Options validly tendered in the Share Exchange Offer are executed as set forth below under “—Technical Completion of the Share Exchange Offer,” “—Terms of Payment and Settlement of Shares” and “—Terms of Payment and Settlement of Stock Options” below (the “Completion Date”) or that the fulfillment of all or some of them is waived by Metso:

- (i) The Share Exchange Offer has been bindingly accepted with respect to Shares representing at least 67 percent of all Shares and voting rights in Tamfelt on a fully diluted basis (including Shares already owned by Metso or its Affiliates) and the acceptances have not been withdrawn.
- (ii) The receipt of all necessary approvals from the relevant competition authorities and possible conditions set forth in such approvals can be accepted by Metso.
- (iii) No such fact or circumstance has arisen of which Metso did not have knowledge at the time of the announcement of the Share Exchange Offer, that either has or is reasonably likely to have a

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material adverse effect on the business, assets, financial condition, results of operations or future prospects of Tamfelt and its subsidiaries.

- (iv) The Combination Agreement between Metso and Tamfelt has not been terminated in accordance with its terms and it continues to be in full force.
- (v) A General Meeting of shareholders of Tamfelt has resolved to (i) remove Article 12 of Tamfelt's Articles of Association (Obligation to Redeem Shares) and (ii) elect Jorma Eloranta, Mikael von Frenckell, Pasi Laine, Bertel Langenskiöld and Jouko Oksanen as members of the Board of Directors of Tamfelt, with the effectiveness of such resolutions being subject only to the public announcement of Metso promptly after the last date of the Offer Period (including any extended or discontinued extended Offer Period) to the effect that the Conditions to Completion have been satisfied (or waived) by Metso.

Metso reserves the right to withdraw the Share Exchange Offer in the event that it becomes clear that any of the aforementioned Conditions to Completion are not fulfilled or cannot be fulfilled.

Metso may, to the extent permitted by law, waive any of the aforementioned Conditions to Completion that are not fulfilled. If all Conditions to Completion have been fulfilled or Metso has waived the requirement for the fulfillment of all or some of them on the Completion Date, at the latest, Metso will complete the Share Exchange Offer in accordance with its terms and conditions after the expiration of the Offer Period by purchasing Shares and Stock Options and paying the Share Consideration and the Stock Option Consideration to the shareholders and the holders of Stock Options that have validly accepted the Share Exchange Offer.

The Share Exchange Offer will be completed after the expiration of the Offer Period in accordance with "—Technical Completion of the Share Exchange Offer," "—Terms of Payment and Settlement of Shares" and "—Terms of Payment and Settlement of Stock Options" below with respect to all Tamfelt shareholders and holders of Stock Options who have validly accepted the Share Exchange Offer.

#### **Obligation to Increase the Share Exchange Offer Consideration and to Pay Compensation**

Should Metso or another party related to Metso, in the meaning of Chapter 6, Section 10, subsection 2 of the Finnish Securities Market Act, acquire Shares or Stock Options during the Offer Period at a price higher than the Share Consideration or the Stock Option Consideration, as applicable, or otherwise on more favorable terms, Metso shall, in accordance with Chapter 6, Section 13 of the Finnish Securities Market Act, amend the terms and conditions of the Share Exchange Offer to correspond with the terms and conditions of the above-mentioned acquisition on more favorable terms (*increase obligation*). In such case, Metso shall make public its increase obligation without delay and shall pay the difference between the consideration paid in an acquisition on more favorable terms and either the Share Consideration or the Stock Option Consideration, as applicable, to those shareholders or holders of Stock Options that have accepted the Share Exchange Offer in connection with the completion of the Share Exchange Offer.

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Should Metso or another party related to Metso, in the meaning of Chapter 6, Section 10, subsection 2 of the Finnish Securities Market Act, acquire Shares or Stock Options within nine (9) months after the expiration of the Offer Period at a price higher than the Share Consideration or the Stock Option Consideration, as applicable, or otherwise on more favorable terms, Metso shall, in accordance with Chapter 6, Section 13 of the Finnish Securities Market Act, pay the difference between the consideration paid in an acquisition on more favorable terms and either the Share Consideration or the Stock Option Consideration, as applicable, to those Tamfelt shareholders or holders of Stock Options that have accepted the Share Exchange Offer (*compensation obligation*). In such case, Metso shall make public its compensation obligation without delay and shall pay the difference between the consideration paid in an acquisition on more favorable terms and the Share Consideration or the Stock Option Consideration, as applicable, within one (1) month of the date when the compensation obligation arose for those shareholders or the holders of Stock Options that have accepted the Share Exchange Offer.

According to Chapter 6, Section 13, Subsection 5 of the Finnish Securities Market Act, the obligation to compensate shall, however, not be triggered in case the payment of a higher price than the Share Consideration or the Stock Option Consideration is based on an arbitral award pursuant to the Finnish Companies Act, provided that Metso or any party referred to in Chapter 6, Section 10, Subsection 2 of the Finnish Securities Market Act has not offered to acquire Shares or Stock Options on terms that are more favorable than those of the Share Exchange Offer before or during the arbitral proceedings.

### **Acceptance Procedure for the Share Exchange Offer**

The Share Exchange Offer may be accepted by (i) a shareholder registered during the Offer Period in the shareholders' register of Tamfelt, with the exception of Tamfelt and its subsidiaries; and (ii) a holder of Stock Options registered during the Offer Period in the register of holders of Stock Options, with the exception of Tamfelt and its subsidiaries. Acceptance of the Share Exchange Offer must be submitted for each book-entry account. Tamfelt shareholders and holders of Stock Options, as the case may be, submitting an acceptance must have a cash account with a financial institution operating in Finland. Shareholders and holders of Stock Options may only approve the Share Exchange Offer unconditionally and for all Shares and/or Stock Options that are held in the book-entry account mentioned in the acceptance form of each shareholder or holder of Stock Options at the time of the execution of the transaction with respect to the Shares or Stock Options of such shareholder or holder of Stock Options. Acceptances submitted during the Offer Period is valid also until the expiration of an extended or discontinued extended Offer Period, if any.

Most of the Finnish account operators will send a notice regarding the Share Exchange Offer and related instructions and an acceptance form to Tamfelt shareholders registered in the shareholders' register and to the holders of Stock Options who are their customers. Should any Tamfelt shareholder or holder of Stock Options not receive instructions or an acceptance form from their account operator (such as Euroclear Finland Ltd ("Euroclear Finland")), such Tamfelt shareholders or holder of Stock Options can contact SEB Trading Operations (tel. +358 9 6162 8037) from where such Tamfelt shareholder or holder of Stock Options can receive all necessary information and can submit its acceptance of the Share Exchange Offer.

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Those Tamfelt shareholders whose Shares are nominee-registered and who wish to accept the Share Exchange Offer, must submit their acceptance in accordance with the instructions given by the administrator of their nominee registrations. Metso will not send an acceptance form or any other documents related to the Share Exchange Offer to these Tamfelt shareholders.

With respect to pledged Shares or Stock Options, acceptance of the Share Exchange Offer requires the consent of the pledgee. Acquiring this consent is the responsibility of the relevant Tamfelt shareholders or holders of Stock Options, as applicable. The pledgee's consent must be delivered to the account operator in writing.

Those Tamfelt shareholders or holders of Stock Options who accept the Share Exchange Offer must submit the properly completed and duly executed acceptance form to the account operator that manages their book-entry account according to the instructions and during the time period given by the account operator. If the account operator in question will not receive the acceptance (such as Euroclear Finland), Tamfelt shareholders or holders of Stock Options can contact SEB Trading Operations (tel. +358 9 6162 8037) to accept the Share Exchange Offer. Metso reserves the right to reject any acceptances that have been submitted erroneously or deficiently.

Any acceptance must be so submitted that it will be received within the Offer Period (including any extended or discontinued extended Offer Period) taking into account, however, the instructions given by the relevant account operator. The account operator may request the receipt of acceptances prior to the expiration of the Offer Period. Tamfelt shareholders and holders of Stock Options submit the acceptance at their own risk. The acceptance will be considered as submitted only when an account operator or SEB has actually received it.

When an account operator or SEB has received an acceptance with respect to the Shares conforming with the terms and conditions of the Share Exchange Offer, the Shares will be converted into interim securities of Tamfelt in the manner described under “—Technical Completion of the Share Exchange Offer” below. The interim securities of Tamfelt will be registered on the book-entry accounts of Tamfelt shareholders who have accepted the Share Exchange Offer. The interim securities may not be sold, pledged or otherwise controlled prior to exchange into Metso shares.

A holder of Stock Options, who has validly accepted the Share Exchange Offer in accordance with the terms and conditions of the Share Exchange Offer, may not sell or otherwise control the Stock Options owned by them. By accepting the Share Exchange Offer, holders of Stock Options authorize SEB or their account operator to enter into their book-entry accounts transfer restrictions or a sales reservation in the manner described under “—Technical Completion of the Share Exchange Offer” below after the holder of Stock Options has submitted an acceptance with respect to the Stock Options.

Those holders of Shares or Stock Options that accept the Share Exchange Offer authorize SEB or their account operator to perform necessary entries and undertake any other measures needed for the technical execution of the Share Exchange Offer, and in respect of Shares tendered, to subscribe for new Metso shares, and to sell any fractional entitlements in accordance with the terms and conditions of the

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Share Exchange Offer, and to sell all Shares or Stock Options held by the shareholder of Tamfelt or the holder of Stock Options at the time of the execution of the transaction, as applicable, to Metso in accordance with the terms and conditions of the Share Exchange Offer. In connection with the execution of transactions or settlement of the Share Exchange Offer, the transfer restriction and sales reservation is removed and the Share Consideration and/or Stock Option Consideration is transferred to Tamfelt shareholders and holders of Stock Options.

### **Right of Withdrawal of Acceptance**

An acceptance of the Share Exchange Offer may be withdrawn by a shareholder of Tamfelt or a holder of Stock Options at any time before the expiration of the Share Exchange Offer Period (including any extended or discontinued extended Offer Period).

A valid withdrawal of the Share Exchange Offer requires that a withdrawal notification is submitted in writing to the account operator to whom the original Share Exchange Offer acceptance notification was submitted. If the acceptance has been submitted to SEB, the withdrawal notification must also be submitted to SEB.

For nominee-registered securities, Tamfelt shareholders must request the relevant administrator managing the nominee registration to execute a withdrawal notification.

If a shareholder of Tamfelt validly withdraws an acceptance of the Share Exchange Offer, the interim securities of Tamfelt will be converted back into corresponding Shares in the book-entry account system and registered as such on the book-entry account as soon as possible and on or about three (3) banking days after a notice regarding the withdrawal of an acceptance of the Share Exchange Offer has been received in accordance with the terms and conditions of the Share Exchange Offer.

If a holder of Stock Options validly withdraws an acceptance of the Share Exchange Offer, the transfer or sales restriction registered on the book-entry account regarding the relevant Stock Options will be removed as soon as possible and on or about three (3) banking days after a notice regarding the withdrawal of an acceptance of the Share Exchange Offer has been received in accordance with the terms and conditions of the Share Exchange Offer.

A shareholder of Tamfelt or a holder of Stock Options, who has validly withdrawn its acceptance of the Share Exchange Offer, may accept the Share Exchange Offer again during the Offer Period (including any extended or discontinued extended Offer Period) by following the procedure set out above under “— Acceptance Procedure for the Share Exchange Offer.”

A shareholder of Tamfelt or a holder of Stock Options, who withdraws its acceptance, is obligated to pay any fees that the account operator operating the relevant book-entry account or the nominee of a nominee-registered holding may collect for the withdrawal.

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## **Technical Completion of the Share Exchange Offer**

### ***Shares***

When an account operator or SEB has received an acceptance with respect to the Shares conforming with the terms and conditions of the Share Exchange Offer, the Shares will be converted into interim securities of Tamfelt at an exchange ratio of 1:1 which will be registered on the book-entry accounts of Tamfelt shareholders who have accepted the Share Exchange Offer. The interim securities of Tamfelt will be converted into new Metso shares in the book-entry account system at the share exchange ratio of the Share Exchange Offer.

Metso will not issue fractional entitlements in connection with the Share Exchange Offer. In the event that the amount of Metso shares received by Tamfelt shareholder is not an aggregate number the corresponding fractional entitlements will be combined with fractional entitlements of other shareholders and sold on the Helsinki Stock Exchange on behalf of, and proceeds of the sales according to the average selling price, deducted with direct sales costs, will be distributed *pro rata* to, Tamfelt shareholders entitled to fractional entitlements.

If Metso does not complete the Share Exchange Offer, the interim securities of Tamfelt will be converted back into corresponding Shares in the book-entry account system and registered as such on the book-entry account as soon as technically possible and at the latest within three (3) banking days after a notification by Metso that it will not complete the Share Exchange Offer. In such case, no fees will be collected and no compensation will be paid to Tamfelt shareholders.

### ***Stock Options***

When an account operator or SEB has received an acceptance with respect to the Stock Options conforming with the terms and conditions of the Share Exchange Offer, the account operator or SEB will enter a sales reservation or a restriction on the right of disposal in the said book-entry account. In connection with the completion transaction of the Share Exchange Offer or the clearing thereof, the sales reservation or the restriction on the right of disposal will be revoked and the applicable cash consideration will be paid to the holders of Stock Options.

If Metso does not complete the Share Exchange Offer, the sales reservation or the restriction on the right of disposal of the Stock Options will be revoked approximately within three (3) banking days in Finland after a notification by Metso that it will not complete the Share Exchange Offer. In such case, no fees will be collected for the removal of the sales reservation or the restriction on the right of disposal and no compensation will be paid to the holders of Stock Options.

## **Announcement of the Result of the Share Exchange Offer**

The preliminary result of the Share Exchange Offer will be notified through a stock exchange release on or about the first banking day in Finland following the expiration of the Offer Period (including any extended and discontinued extended Offer Period). In connection with the notification of the



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preliminary result, it will be notified whether the Share Exchange Offer will be completed or whether the Offer Period will be extended. The final result of the Share Exchange Offer will be notified on or about the third (3) banking day in Finland following the expiration of the Offer Period (including any extended and discontinued extended Offer Period). In connection with the notification of the final result, the percentage of those Shares and Stock Options in respect of which the Share Exchange Offer has been accepted and not validly withdrawn will be confirmed.

### **Terms of Payment and Settlement of Shares**

The Share Exchange Offer will be completed with respect to all of those Tamfelt shareholders who have validly accepted the Share Exchange Offer and who have not validly withdrawn their acceptance, no later than the third (3) banking day in Finland following the expiration of the Offer Period (including any extended or discontinued extended Offer Period) (the “Completion Date”), preliminarily on December 23, 2009.

If possible, the completion trades of the Shares will be executed on the Helsinki Stock Exchange provided that the rules applied to trading on the Helsinki Stock Exchange allow such execution. Otherwise, the completion trades will be made outside the Helsinki Stock Exchange. The completion trades will be settled on or about the third (3) banking day in Finland following the completion trades (the “Clearing Day”), preliminarily on December 28, 2009.

On the Completion Day, the interim securities of Tamfelt will be converted into new Metso shares at a share exchange ratio in accordance with the terms and conditions of the Share Exchange Offer. The new Metso shares will be delivered to Tamfelt shareholders, who have accepted the Share Exchange Offer, after the new Metso shares are registered with the Finnish Trade Register and the new Metso shares given in exchange for Shares in the Share Exchange Offer have been issued in the Finnish book entry-account system. The new Metso shares will be delivered to the book-entry accounts of the shareholders who have accepted the Share Exchange Offer on or about the fourth (4) banking day in Finland following the expiration of the Offer Period (including any extended or discontinued extended Offer Period), preliminarily on December 28, 2009.

Sale of fractional entitlements will be conducted by SEB as soon as it is practically possible which preliminary means the fifth (5) banking day in Finland following the expiration of the Offer Period (including any extended or discontinued extended Offer Period), preliminarily on December 29, 2009.

Sale of any fractional entitlements will be settled (the “Clearing Day of Fractional Entitlements”) on or about the eighth (8) banking day in Finland following the expiration of the Offer Period (including any extended or discontinued extended Offer Period), preliminarily on January 4, 2010. Proceeds for the possible fractional entitlements to Metso shares will be deposited into the management account of the shareholder’s book-entry account who have accepted the Share Exchange Offer on or about the tenth (10) banking day following the expiration of the Offer Period (including any extended or discontinued extended Offer Period), preliminarily on January 7, 2010. If the bank account of the shareholder is with a different banking institution than such shareholder’s book-entry account, the possible fractional



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entitlements will be paid to the bank account of the shareholder, in accordance with the schedule of money transactions between banking institutions.

### **Terms of Payment and Settlement of Stock Options**

The Share Exchange Offer will be completed with respect to all of those holders of Stock Options of Tamfelt who have validly accepted the Share Exchange Offer and who have not validly withdrawn their acceptance, no later than on the third (3) banking day in Finland following the expiration of the Offer Period (including any extended or discontinued extended Offer Period), preliminarily on December 23, 2009. The completion trades will be made outside the Helsinki Stock Exchange.

The Stock Option Consideration will be deposited on the Completion Date into the management account of the Stock Option holder's book-entry account who has accepted the Share Exchange Offer. If the bank account of the holder of Stock Options is with a different banking institution than such Stock Options holder's book-entry account, the Stock Option Consideration will be paid to the bank account, in accordance with the schedule of money transactions between banking institutions.

### **Transfer of Title**

Title to Shares in respect of which the Share Exchange Offer has been validly accepted, and not validly withdrawn, will pass to Metso when the Board of Directors of Metso approves the subscriptions based on the acceptance of the Share Exchange Offer and when such Shares are transferred to Metso's book-entry account, preliminarily on December 23, 2009.

Title to the Stock Options in respect of which the Share Exchange Offer has been validly accepted, and not validly withdrawn, will pass to Metso on the Completion Date against the payment of the Stock Option Consideration.

Title to the new Metso shares issued in Share Exchange Offer will pass to Tamfelt shareholders who have accepted the Share Exchange Offer simultaneously with the registration of the new Metso shares with the Finnish Trade Register on the Clearing Day, preliminarily on December 28, 2009.

### **Share Exchange Offer Acceptance Payments**

Metso will pay any transfer tax that may be charged in Finland in connection with the transfer of Shares and Stock Options pursuant to the Share Exchange Offer.

Each Tamfelt shareholder and holder of Stock Options is liable for payments, which an account operator may charge based on an agreement made with the shareholder or holder of Stock Options, and for the fees and commissions charged by account operators, custodians, administrators of nominee-registered Shares or other parties related to the release of collateral or the revoking of any other restrictions preventing the sale of Shares or Stock Options. Each Tamfelt shareholder and holder of Stock Options is liable for fees that relate to a withdrawal of an acceptance made by the shareholder or holder of Stock Options.

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Metso is liable for other customary costs caused by the registration of entries in the book-entry system required by the Share Exchange Offer, the execution of trades pertaining to Shares or Stock Options pursuant to the Share Exchange Offer and the payment of the Share Consideration and the Stock Option Consideration, as applicable.

Should a competing tender offer be published by a third party during the Offer Period and should a shareholder of Tamfelt therefore or otherwise withdraw its acceptance of the Share Exchange Offer, certain account operators may charge the shareholder separately for the registration of the relevant entries regarding the acceptance and withdrawal as explained above under “—Right of Withdrawal of Acceptance.”

### **Trading in the New Metso Shares**

Metso will file an application to the Helsinki Stock Exchange to list the new Metso shares issued in the Share Exchange Offer on the main list of the Helsinki Stock Exchange. Trading on the new Metso shares is expected to commence on or about the fifth (5) banking day in Finland following the expiration of the Offer Period (including any extended or discontinued extended Offer Period), preliminarily on December 29, 2009, after which date it will be possible to sell new Metso shares on the Helsinki Stock Exchange.

### **Other Matters**

This Share Exchange Offer Document and the Share Exchange Offer shall be governed by Finnish law and any disputes pertaining thereto shall be settled exclusively in a Finnish court of law.

Metso reserves the right to amend the terms and conditions of the Share Exchange Offer in accordance with Chapter 6, Section 7 of the Finnish Securities Market Act. Should the Finnish Financial Supervisory Authority give an order regarding an extension of the Offer Period, Metso reserves the right to decide upon the withdrawal of the Share Exchange Offer in accordance with Chapter 6, Section 5 of the Finnish Securities Market Act.

Metso reserves the right to dispose of the Shares and Stock Options acquired before, during or after the expiration of the Offer Period as it deems appropriate.

Should a competing tender offer be published by a third party during the Offer Period, Metso reserves the right, as stipulated in Chapter 6, Section 8 of the Finnish Securities Market Act, to (i) decide upon an extension of the Offer Period; (ii) decide upon an amendment of the terms and conditions of the Share Exchange Offer; and (iii) decide, during the Offer Period but before the expiration of the competing offer, to let the Share Exchange Offer lapse.

Metso will decide on all other matters related to the Share Exchange Offer.

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### **Tamfelt Shareholders Outside of Finland**

*This section is intended as a general guide only. Tamfelt shareholders outside of Finland are advised to consult their own legal counsel prior to accepting the Share Exchange Offer.*

The Share Exchange Offer is not being made, and the Shares and the Stock Options will not be accepted for purchase from or on behalf of persons, in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities or other laws or regulations of such jurisdiction or would require any registration, approval or filing with any regulatory authority not expressly contemplated by the terms and conditions of this Share Exchange Offer Document. The distribution of this Share Exchange Offer Document in jurisdictions other than Finland may be restricted by law and, therefore, persons into whose possession this Share Exchange Offer Document comes should inform themselves about and observe such restrictions. Any failure to comply with any such restrictions may constitute a violation of the securities law of any such jurisdiction. Neither Metso nor any of its advisers accepts any liability for any violation by any person of any such restriction. Any person (including, without limitation, custodians, nominees and trustees) who would or otherwise intend to forward this Share Exchange Offer Document or any related document to any jurisdiction outside Finland should carefully read this section before taking any action. Metso reserves the right, in its sole and absolute discretion, to reject any acceptance that it or its representatives believe may give rise to a breach or violation of any law, rule or regulation.

The Share Exchange Offer is not being made, directly or indirectly, in or into any Restricted Jurisdiction and this Share Exchange Document and any and all materials related thereto may not be sent to any person in any of the Restricted Jurisdictions by any means or instrumentality (including, without limitation, by use of post, facsimile transmission, telex and telephone or electronic transmission by way of the Internet or otherwise), and the Share Exchange Offer cannot be accepted by any such use, in or from within any Restricted Jurisdiction. Accordingly, copies of this Share Exchange Offer Document and any related materials are not being, and must not be, mailed or otherwise distributed or sent in or into or from any Restricted Jurisdiction or, in their capacities as such, to custodians, trustees, or nominees holding Shares for persons in Restricted Jurisdictions, and persons receiving any such documents (including custodians, nominees and trustees) must not distribute or send them in, into or from any Restricted Jurisdiction and doing so will render invalid any relevant purported acceptance of the Share Exchange Offer.