

# Metso Corporation launches consent solicitation from holders of certain notes issued under its EMTN Program

9 October 2019 by Metso

**Metso Corporation** announces the launch of a consent solicitation process to solicit consents and waivers from the holders of the outstanding notes of certain series of notes issued pursuant to its EMTN Program to pass an extraordinary resolution at a separate meeting of noteholders of each such series to sanction:

(a) the substitution of Outotec Oyj in place of Metso Corporation as the issuer of the notes on the date of registration of the completion of the partial demerger of Metso Corporation and combination of the Metso Corporation's Minerals Business and Outotec Oyj with the Finnish Patent and Registration Office, which is expected to take place in the second quarter of 2020, subject to the approval of the demerger by the extraordinary shareholders' meetings of both Metso Corporation and Outotec Oyj, the statutory creditor hearing process and receipt of all required regulatory and other approvals, including competition clearances, (the "Demerger"), (b) the waiver and authorization of any breach or any alleged breach of certain of the terms and conditions of the notes as may be caused by, or arise in respect of, the proposed Demerger, and (c) certain waivers in respect of certain statutory rights that such noteholders may have under Finnish law as may be caused by, or arise in respect of, the proposed Demerger.

The details of the consent solicitation are more fully described in the attached Launch Announcement and the Consent Solicitation Memorandum referred to therein.

## Disclaimer

This announcement must be read in conjunction with the Consent Solicitation Memorandum. If you are in any doubt as to the action you should take, you are advised to seek financial advice immediately from your stockbroker, bank manager, accountant or other independent financial adviser.

Neither this announcement nor the Consent Solicitation Memorandum constitutes an invitation to participate in the consent solicitation in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws. The distribution or publication of this announcement or of the Consent Solicitation Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement or the Consent Solicitation Memorandum comes are required by Metso Corporation to inform themselves about, and to observe, any

such restrictions.

This consent solicitation is made with respect to the securities of a foreign company. This consent solicitation is subject to disclosure requirements of a foreign country that are different from those of the United States, and with respect to the transaction timetable and the timing of payments, which are different from those under U.S. domestic tender offer procedures and rules. Financial statements and financial information included or referred to in the Consent Solicitation Memorandum have been prepared in accordance with foreign accounting standards that may not be comparable to the financial statements of United States companies. It may be difficult for you to enforce your rights and any claim you may have arising under the U.S. federal securities laws, since the company is located in a foreign country, and some or all of its officers and directors may be residents of a foreign country. You may not be able to sue a foreign company or its officers or directors in a foreign court for violations of the U.S. securities laws. It may be difficult to compel a foreign company and its affiliates to subject themselves to a U.S. court's judgment. You should be aware that the company may also purchase the notes in open market or privately negotiated purchases.

Source: Metso