



ANTI-CORRUPTION PRINCIPLES

1. Purpose and commitment to compliance

Metsä Group is committed in its Code of Conduct to the highest norms of ethical business conduct. Metsä Group's business must not be advanced through illegal or unethical ways. Corruption is not tolerated in any form and we are committed to preventing Corruption in our own operations and in our chain of activities. Metsä Group expects all of its business partners, including customers, suppliers, and agents, to follow the same standards.

Metsä Group is committed to regularly assessing Corruption risks related to its operations and adopting adequate internal controls and other measures to prevent and detect Corruption. This is to ensure that Metsä Group's assets are not used for or to hide Corruption.

The purpose of these Anti-Corruption Principles ("Principles") is to state Metsä Group's zero tolerance towards Corruption in all Metsä Group operations globally, to improve awareness of Corruption risks and legal requirements, and to explain how to report suspected violations.

Key terminology is defined in **Appendix 1: Definitions**.

2. Scope

All Metsä Group companies and their respective personnel must follow the rules set out in these Principles. These Principles supplement the following documents: Metsä Group Code of Conduct, Supplier Code of Conduct, Corporate Security Policy and other company policies, processes and instructions. Any instructions related to gifts and hospitality and conflict of interest have particular relevance. If local laws impose stricter requirements, they must be complied with at all times.

These Principles should always be interpreted in good faith keeping in mind the best interest of Metsä Group.

3. Roles and responsibilities

Each employee is responsible for acting in accordance with these Principles and any related instructions and trainings.

Group President & CEO and management of Business Areas and Group Services are responsible for ensuring that these Principles are implemented in their areas of responsibility and taking appropriate action, if breaches of laws or these Principles occur.

Metsä Group Legal and Compliance function has the responsibility to keep these Principles up-to-date

and to support in their interpretation, training and practical application.

Metsä Group Compliance Committee is responsible for internal investigations of suspected breaches of these Principles.

4. Prohibition of Corruption in any form

Metsä Group's business must not be advanced through corrupt, illegal or unethical means regardless of local customs. Employee incentives need to be formulated not to encourage corrupt or unethical behaviour. With respect to Corruption, including but not limited to the prohibitions and principles in this section 4, even the appearance of illegal, unethical or corrupt activity can be harmful to Metsä Group and should therefore always be avoided.

It is important to recognise that Corruption may be linked to other illegal activities such as money laundering, fraud and embezzlement. An illustrative non-exhaustive list of examples indicating Corruption is included as **Appendix 2**.

4.1. Corruption

Corruption is the misuse of entrusted power for private gain. Metsä Group employees or any Third Party acting for or on behalf of Metsä Group should never offer or receive any benefits to persuade or appear to persuade someone to act in their own or Metsä Group's favour, or to influence the decision-making. Particular care needs to be paid when dealing with Public Officials. It is never allowed to offer anything that might influence the decision making or impartiality required from Public Officials. Concealing or disguising illegal or unethical operations is forbidden.

4.2. Bribery

Bribery is a common form of Corruption. Bribery is illegal and prohibited whether carried out directly by a Metsä Group employee or indirectly by a Third Party acting for or on behalf of Metsä Group. The prohibition includes without limitation offering, paying, allowing payment, soliciting, asking and accepting bribes, including Kickbacks and Facilitation Payments. With respect to Bribery, attempt is enough to lead to a criminal offense.

Bribery can take many forms. Bribes are often miscategorised as sales and marketing expenses, travel or hospitality costs, service fees, consulting fees, commissions, discounts or miscellaneous expenses in order to be hidden in company books and records.

4.3. Conflicts of Interest

Metsä Group personnel must act in the best interest of Metsä Group and avoid any Conflicts of Interest.

Conflicts of Interests can increase the risk of Corruption, as conflicted individuals are more likely to use their position for private gain.

It is important to recognise Conflicts of Interest and to be transparent. Special attention should be paid in any purchasing and sales activities and when a family member, close friend or a Public Official is somehow involved.

Metsä Group's employees are required:

- To speak up without delay if a potential or actual Conflict of Interest is noticed.
- Not to mix Metsä Group's business and any business of their family members, close friends or other related parties.
- Always clearly and openly distance themselves from any decision-making if a close personal contact is involved e.g. in relation to purchasing or sales of goods or services, or in a recruitment process.
- Not to accept or retain employment or other engagements that could conflict with their role at Metsä Group.
- To disclose any actual or potential Conflicts of Interest to their line manager, HR or Compliance Committee in writing. Managers are responsible for addressing and mitigating any Conflicts of Interests disclosed to them by escalating the matter to the person heading the function or operation in question such as the head of the mill.

4.4. Donations, political contributions and Sponsoring

Metsä Group does not make any political contributions without the prior approval of the Board of Directors of the group parent company. Political contributions must never be used to influence a Public Official to obtain or retain business or a business advantage such as a license or a permit.

Charitable Donations and Sponsoring are allowed in specific circumstances in accordance with Metsä Group's principles for Sponsoring and Donations and provided that they are free from any suspicion of Corruption, whether direct or indirect, and comply with these Principles. Charitable Donations must be used for the intended approved purpose and not made to improperly influence the recipient or in exchange for any commercial or private advantage. Further, Charitable Donations and Sponsoring cannot be used in any form to circumvent the prohibition of Corruption.

4.5. Gifts and hospitality

In some cases, gifts and hospitality are part of building business relationships and engaging with stakeholders. According to Metsä Group's Code of Conduct, appropriate gifts should be of a nominal value and hospitality of a reasonable value. It is strictly forbidden to accept, offer or promise gifts or hospitality that might influence or appear to influence decision-making.

It is important to recognise that gifts and hospitality can under certain circumstances be considered as

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Corruption or create Conflicts of Interest, especially when dealing with Public Officials.

Any gifts and hospitality must always comply with applicable laws, have legitimate business interest and be transparent and proportionate in the context of Metsä Group's business activities. Metsä Group personnel must reject offers and never offer any gifts or hospitality in breach of Code of Conduct and these Principles.

4.6. Inaccurate books, records and documentation

All financial transactions must be recorded accurately, transparently, in a timely manner and with high integrity following applicable laws, accounting standards and internal instructions. This is to prevent the possibility of Bribes, Facilitation Payments, Kickbacks and any other forms of corrupt payments as well as gifts and hospitality in breach of Metsä Group's principles. All payments must be justified with a written contract, invoice, receipt or other legally binding document reflecting the true nature of the transaction. The contracts must reflect the totality of what has been agreed.

No accounts are permitted to be kept "off-book". Financial and non-financial reporting and records must not contain any false or misleading information. A failure to record transactions accurately, creating misleading information or influencing others to do so, may be interpreted as an attempt to disguise Corruption or other illegal activities.

4.7. Interaction with Public Officials and lobbying

Metsä Group engages with governmental organizations, regulators and similar bodies as part of its normal activities. A higher Corruption risk can be associated with these relationships.

To mitigate the risk of Corruption, special care needs to be taken when interacting, directly or indirectly, with Public Officials or PEPs. In many countries, offering any gifts, hospitality or other benefits to Public Officials or Politically Exposed Persons (PEP) is prohibited or strictly regulated. It is never allowed to offer anything that might influence or even appear to influence the impartiality required from Public Officials.

Inappropriate lobbying is prohibited. Personal connections cannot be utilised in stakeholder relations to obtain corrupt benefits on behalf of or for Metsä Group. Metsä Group is registered in official lobbying registers where required.

Metsä Group does not pay or authorize Facilitation Payments, Kickbacks, Bribes or any other corrupt payments or benefits to speed up processes or to obtain permits or licenses from anyone, including Public Officials, even if such payment would be customary in the country in question or could be claimed to benefit Metsä Group. For the sake a clarity, legally required or permitted payments to Public Officials are excluded from the prohibition.

4.8. Rebates and commissions

Rebates (and other retrospective refunds or credits) and commissions (and other sales service fees) must be transparently documented, never be used for corrupt purposes and be based on legally valid agreements or other valid grounds, proportional in value, against genuine sales, services or purchases and paid to the correct party.

4.9. Third Party risks

All Third Parties acting on behalf of Metsä Group must be reputable and qualified. Corruption risk related to Third Parties acting directly or indirectly on behalf of or for Metsä Group needs to be managed in accordance with internal instructions and processes by the person who is responsible for managing the third-party relationship. Such measures can include background screenings, contractual safeguards, risk reviews and other due diligence measures deemed appropriate to mitigate risks. Metsä Group can be held liable if it knew or should have known about the corrupt activities of a Third Party and face criminal liability.

If a Third Party operates in a country with high corruption risk and always if warning signs appear, a risk review shall be conducted together with Metsä Group Legal and Compliance function. If such Third Party is chosen to operate on behalf of or for Metsä Group, the Third Party in question has to be regularly monitored after the original risk assessment (e.g., through alerts, rolling re-screening and other measures demonstrating due diligence).

5. Raising concerns and consequences of breaches

All employees and Metsä Group stakeholders are encouraged to speak up if they suspect or become aware of a violation or a potential violation of these Principles, including any attempts of corrupt behaviour. Employees are expected to report to their line manager, local management, any member of the Compliance Committee or by using Compliance and Ethics Channel as further described in Metsä Group's Code of Conduct. Metsä Group encourages reporting with the notifier's own name, however, notifications can be anonymous where local legislation allows.

Metsä Group is committed to investigating all suspected infringements of these Principles. Employees who violate these Principles shall be subject to disciplinary actions up to and including termination of employment. Metsä Group prohibits retaliation against anyone who speaks up in good faith and will take disciplinary action against anyone engaged in retaliatory measures. All criminal cases will be reported to authorities and Metsä Group will cooperate fully with the investigation.

Failure to comply with anti-corruption laws can have significant negative consequences including criminal liability, significant fines, loss of business and severe reputational damage.

6. Decision-making and approvals

These Principles are owned by the Metsä Group General Counsel and have been approved by the Executive Management Team of Metsä Group. These Principles will be reviewed and updated periodically to ensure that they are up-to-date.

Appendix 1: Definitions

Appendix 2: A list of examples indicating Corruption

Version	Date	Owner	Approved by	Scope
1.0	10/2024	Group General Counsel	Metsä Group Executive Management Team	Public

Appendix 1: Definitions

Definition	Explanation
Bribery	Offering, promising, giving, authorizing, accepting, receiving or soliciting, directly or indirectly, anything of value in order to induce or reward an improper action or inaction intended to result in an undue or illegal advantage that would not have otherwise been available. Anything of value means any type of benefit to the recipient. This includes without limitation money, any payment, loan, fee, discount, goods, services, gift, hospitality, travel, employment or internship, tuition, scholarships, and political or charitable contributions.
Charitable Donations	Charitable Donations are gifts to a non-profit organization without any commercial incentives for Metsä Group.
Conflicts of Interest	A Conflict of Interest occurs when an individual's personal interests – family, friendships, financial, political or social factors – could compromise their judgment, decisions, or actions in the workplace in a manner that the person is unable or appears unable to act in the best interest of Metsä Group even if the decision or outcome appears to be beneficial for Metsä Group or everyone.
Corruption	Obtaining or attempting to obtain a personal benefit or business advantage through improper or illegal means by misusing entrusted power. Bribery is the most typical form of corruption but corruption includes without limitation also Kickbacks and Facilitation Payments. Corruption may involve improper payments e.g. paying too high commissions, fees or rebates, covering miscellaneous travel and other expenses, requests to donate to organization and Sponsoring events. Also gifts and hospitality can in certain circumstances, be considered as corruption.
Facilitation Payments	Payments (often small informal payment) offered to Public Officials for speeding up or otherwise facilitating routine operations such as license, permit or custom clearance processes. In addition to cash, facilitation payments can be anything of value. For the sake a clarity, legally required or permitted payments to Public Officials are permitted.
Kickbacks	A form of negotiated Bribery in which an illegal payment is made to someone as compensation for special treatment, services or in return for facilitating a transaction or an appointment. Kickbacks can be money, goods, future favours or anything else of value.
Politically Exposed Person (PEP)	An individual with a high profile political role, or someone who has been entrusted with a prominent public function. These individuals present a higher risk of involvement in Corruption, money laundering and/or terrorist financing because of the position they hold.
Public Official(s)	Any person holding a legislative, administrative or judicial position, including PEPs, whether appointed or elected; any person exercising a public function, including working for a public agency or a state-owned or controlled enterprise; or any official or agent of a public international organization.
Sponsoring	Sponsoring means supporting special events, activities or organizations. Sponsorships are based on reciprocity, where money, gifts or anything of value are contributed in exchange for marketing or advertising consideration. Metsä Group may, subject to internal approval, donate moderate amounts of money or goods to support education, science, arts, sports, culture, environmental protection or wellbeing of members of society and communities.
Third Party	Any entity or individual acting, formally or informally, on behalf of or for Metsä Group and is in a position to obtain or retain business advantage for us, including sales agents, advisors, consultants, subcontractors and joint venture partners.

Appendix 2: A list of examples indicating Corruption

In addition to Bribes, Kickbacks, Facilitation Payments and other clearly illegal activities, the following illustrative and non-exhaustive list of practical examples indicate or may indicate Corruption, illegal and/or unethical activity:

- A Metsä Group employee or Third Party acting on behalf of or for Metsä Group receives a gift or hospitality from a potential supplier during contract negotiations.
- Regular and/or high value hospitality or gifts is offered and/or received.
- An employee of Metsä Group takes a customer on an all-expense paid trip to visit a Metsä Group mill with a number of days purely devoted to sightseeing.
- An employee works both at Metsä Group and for a competitor, supplier or customer of Metsä Group.
- Favouring friends and family members in connection with procurement, recruitment or other decision-making.
- A customer, supplier or a Public Official asks Metsä Group to hire their relative.
- A Public Official suggests that a permit process (e.g. environmental permit) could be speeded up if Metsä Group pays the official personally a special fee.
- Charitable Donation or Sponsoring by Metsä Group benefiting the Metsä Group employee, or their family member, who has initiated or decided on the donation or sponsorship.
- As a requirement for a sale, a customer requests a donation to a charity.
- A personal benefit is offered to an employee of Metsä Group if Metsä Group agrees not to participate in a tender.
- An employee purchases unnecessary goods or services from a supplier for Metsä Group's business but with no obvious business need.
- Improper supplier selection process that favour a certain company having a connection to Metsä Group employee(s) involved in the decision making process.
- A Metsä Group unit makes a significant number of high value purchases from a supplier without following Metsä Group's policies such as the Procurement Policy and Legal and Agreement Policy.
- Acceptance of supplier invoices with sub-standard services or goods despite complaints.
- Items have been added to invoices for work or services not executed, or an invoice has been paid in full even if less work has been executed than agreed in the contract.
- A supplier requests an invoice to be paid to a third-party account or to a different country.
- Metsä Group pays rebates or other compensations to a party that is not the original customer, e.g. to the customer company's owner's personal bank account.
- An employee uses confidential information such as information about Metsä Group's financial performance, technical development or future investments plans for personal gain.
- An employee requests reimbursement for travel expenses or other e.g. hospitality related expenses with insufficient or inaccurate details of the purpose and/or documents such as missing receipts.