



STOCK EXCHANGE RELEASE  
19 March 2012 at 3:15 p.m.

## **INVITATION TO RAUTE CORPORATION'S ANNUAL GENERAL MEETING**

Raute Corporation's shareholders are invited to attend the Company's Annual General Meeting, which will be held on Monday, April 16, 2012 at 6 p.m. at Sibelius Hall, Ankkurikatu 7, Lahti, Finland. The reception of the registered participants and the distribution of ballots will begin at 5 p.m.

### **A. Matters to be dealt with by the Annual General Meeting**

1. Opening of the meeting
2. Calling the meeting to order
3. Election of persons to scrutinize the minutes and to supervise the counting of votes
4. Recording the legality of the meeting
5. Recording the attendance at the meeting and adoption of the list of votes
6. Presentation of the Financial Statements for 2011, including also the Consolidated Financial Statements, the Report of the Board of Directors, and the Auditor's Report
  - Presentation by the President and CEO
7. Adoption of the Financial Statements also including the adoption of the Consolidated Financial Statements
8. Use of the profit shown in the balance sheet and resolution of the payment of a dividend

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.30 per share be paid to holders of series A and K shares based on the adopted balance sheet for the financial year 2011. The dividend shall be paid to a shareholder who, on the record date for dividend distribution, April 19, 2012, is registered as a shareholder in the Company's share register maintained by Euroclear Finland Ltd. The Board of Directors proposes that the dividend be paid on April 26, 2012.

9. Resolution of the discharge from liability to the members of the Board of Directors and the President and CEO

10. Resolution on the remuneration payable to the members of the Board of Directors

The Company's shareholders, who together represent more than 10 percent of the Company's share-based votes, have informed the Company that they will propose to the Annual General Meeting that the remuneration to the Chairman of the Board shall continue to be EUR 40,000, the remuneration to the Vice Chairman of the Board and Board members shall continue to be EUR 20,000, for the term of office, and that the Board members' traveling expenses will be compensated according to the Company's travel policy.



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11. Resolution on the number of members of the Board of Directors

The Company's shareholders, who together represent more than 10 percent of the Company's share-based votes, have informed the Company that they will propose to the Annual General Meeting that altogether six (6) members be elected to the Company's Board for the next term of office, ending with the following Annual General Meeting.

12. Election of the members of the Board of Directors

The Company's shareholders, who together represent more than 10 percent of the Company's share-based votes, have informed the Company that they will propose to the Annual General Meeting that Mr. Erkki Pehu-Lehtonen, M.Sc. (Eng.) be re-elected as Chairman of the Board of Directors, Mr. Mika Mustakallio, M.Sc. (Econ.) be elected as the new Vice-Chairman (member of the Board since 2004) and Mr. Risto Hautamäki, M.Sc. (Eng.), Mr. Ilpo Helander, M.Sc. (Eng.), and Mr. Pekka Suominen, M.Sc. (Econ.), as members of the Board of Directors and Mr. Joni Bask, M.Sc. (Eng.), as a new member of the Board of Directors.

The new proposed member of the Board of Directors, Mr. Joni Bask, M.Sc. (Eng.), b. 1975, works for Varian Medical Systems Oy since 2003 and as Team Leader of the product development team since 2011.

All information of relevance regarding the individuals proposed can be found on the Company's website at [www.raute.com](http://www.raute.com)\ Investors\Corporate Governance\Annual General Meeting\Annual General Meeting 2012.

13. Resolution on the remuneration payable to the auditors

The Board of Directors proposes that the auditors' remuneration be paid on the basis of reasonable invoicing.

14. Resolution on the number of auditors and deputy auditors

The Board of Directors proposes that an authorized public accounting company be chosen as the auditor.

15. Election of auditors

The Board of Directors proposes that authorized public accounting company PricewaterhouseCoopers be further chosen as auditors with Authorized Public Accountant Janne Rajalahti as the principal auditor.

16. Amendment to the Articles of Association

The Board of Directors proposes that the Annual General Meeting decides to alter Article 12 as follows:



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Present form:

The Annual General Meeting and an Extraordinary General Meeting shall be called by a notice published in one national newspaper decided by the Board of Directors and in one newspaper appearing in Lahti and on the Company's internet site.

A shareholder who wishes to exercise his share-based voting rights at the General Meeting shall notify the Company thereof no later than on the day stipulated in the summons to the meeting. This day may not be more than ten (10) days before the meeting.

The proposed new form:

The Annual General Meeting shall be called by a notice published on the Company's website and in a stock exchange release at the earliest three (3) months and at the latest three (3) weeks before the Annual General Meeting, however, in any case no later than nine (9) days before the record date for the Annual General Meeting.

A shareholder who wishes to take part in the Annual General Meeting and exercise his share-based voting rights shall notify the Company thereof in the manner indicated in the meeting notice and no later than on the day stipulated in the meeting notice. This day may not be more than ten (10) days before the meeting.

The proposed Articles of Association and amendments are available on Raute Corporation's internet site at [www.raute.com](http://www.raute.com)\ Investors\Corporate Governance\Annual General Meeting\Annual General Meeting 2012.

#### 17. Authorizing the Board of Directors to decide on acquisition of own shares

The Board of Directors proposes that the Annual General Meeting authorize the Board to decide on the repurchase of a maximum of 400,000 of Raute Corporation's series A shares using assets from the Company's non-restricted equity, which would lead to a decrease in the Company's distributable assets.

The authorization would entitle the Board to acquire the Company's series A shares to be used for the development of the Company's capital structure, as consideration for funding or carrying out any acquisitions or other arrangements, or to be otherwise disposed of or cancelled.

The purchase consideration paid for shares purchased by virtue of the authorization shall be based on the price of the series A share in public trading so that the minimum price of acquired shares is the lowest market price quoted in public trading during the term of validity of the authorization and the maximum price, correspondingly, the highest market price quoted in public trading during the term of validity of the authorization.

The authorization includes the right to acquire shares other than in proportion to the holdings of the shareholders. A targeted repurchase of the Company's own shares can take place, for example, by acquiring shares in public trading in markets where, according to the regulations, the Company is permitted to engage in the trade of its own shares. Repurchasing shares in public trading as mentioned above, or otherwise in a targeted way, requires that the Company has a weighty financial reason to do so.



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Series K shares can be converted to series A shares, in accordance with Article 3 of Raute Corporation's Articles of Association.

The Board of Directors will decide on the other conditions related to share repurchases.

This authorization shall take the place of the authorization granted by the Annual General Meeting of April 13, 2011 and is effective until the end of the next Annual General Meeting, or at the latest until May 31, 2013.

18. Authorizing the Board of Directors to decide on issuance of shares

The Board proposes that the Annual General Meeting authorize the Board to decide on a directed issue of Raute Corporation's series A shares, as well as on all of the related conditions, including the recipients and the sum of consideration to be paid. The Board of Directors may decide to issue either new shares or company shares held by Raute. The maximum number of shares issued is 400,000 series A shares. The authorization is effective until the end of the next Annual General Meeting. As proposed, the authorization will be used to fund or carry out acquisitions or other arrangements or for other purposes decided by the Board of Directors.

19. Decreasing the share premium fund as shown in the Company's balance sheet

The Board of Directors proposes that the Annual General Meeting decide to decrease the share premium fund as shown in the Company's balance sheet on December 31, 2011 by EUR 6,498,341.93 by transferring all of the assets in the share premium fund into the invested non-restricted equity fund. Decreasing the fund increases the flexibility of the equity structure and the amount of distributable equity.

20. Closing the meeting

**B. Documents of the Annual General Meeting**

The above-mentioned proposals by the Board of Directors and committees on the Agenda of the meeting as well as this invitation are available on Raute Corporation's website at [www.raute.com](http://www.raute.com). Raute Corporation's Annual Report and financial statement documents, including Financial Statements, the Report of the Board of Directors and the Auditor's Report as well as the consolidated financial statements, are available on the above-mentioned website. The proposals by the Board of Directors and financial statement documents will also be available at the Annual General Meeting and copies of these documents and this invitation will be sent to shareholders upon request. The minutes of the Annual General Meeting will be available for inspection on the above-mentioned website no later than as of April 30, 2012.

**C. Instructions for those attending the Annual General Meeting**

1. The right to participate and registration

To be entitled to attend the Annual General Meeting, shareholders must be registered in the shareholders' register maintained by Euroclear Finland Ltd by April 2, 2012 at the latest. A



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shareholder, whose shares are registered in his or her personal book-entry account is registered in the shareholders' register of the Company.

Shareholders who wish to participate in the Annual General Meeting should register for the meeting no later than at 4:00 p.m. on Wednesday, April 11, 2012.

Registration for the meeting can take place:

- in writing to Raute Corporation, P.O. Box 69, FI-15551 Nastola, Finland;
- by email to [eija.salminen@raute.com](mailto:eija.salminen@raute.com);
- by fax to +358 3 829 3582 or
- by calling Eija Salminen at +358 3 829 3302.

In connection with the registration, the shareholder should give his or her name, date of birth, address, telephone number and the name of a possible assistant or proxy. The registration letter or notice should arrive before the end of the registration period. The personal data provided to Raute Corporation will only be used for the purposes of the Annual General Meeting and registration at the meeting.

Pursuant to Chapter 5, Section 25 of the Finnish Companies Act, a shareholder who is present at the shareholders' meeting has the right to request information with respect to the matters to be considered at the meeting.

## 2. Use of proxies

A shareholder is entitled to participate and make use of his or her rights as a shareholder in the Annual General Meeting by a proxy.

A person holding a shareholder's proxy must be in possession of a dated letter of proxy or otherwise be able to reliably show that he or she is entitled to act in this capacity on behalf of a shareholder. If the shareholder participates in the Annual General Meeting by more than one proxy, who represent the shareholder's shares in different securities accounts, notification of the shares based on which the proxies represent the shareholder must be given in connection with registration. Any letters of proxy should be delivered as originals to the address Raute Corporation, Eija Salminen, P.O. Box 69, FI-15551 Nastola, Finland before the registration ends.

## 3. Shareholders with nominee-registered holdings

Shareholders with nominee-registered holdings are encouraged to request from their trustees the necessary instructions concerning registration in the Company's shareholders' register, letters of proxy, and registration at the meeting. The trustees account operators should send notification that the shareholders with nominee-registered holdings who wish to attend the Annual General Meeting be registered temporarily in the Company's shareholders' register by April 11, 2012 at 10 a.m. The notification concerning the temporary registration of the shareholder with nominee-registered holdings in the Company's shareholders' register is seen to constitute registration at the Annual General Meeting.

## 4. Additional information for those attending the meeting

On the date of this notice, March 19, 2012, Raute Corporation has 991,161 series K shares (ordinary share, 20 votes/share), representing 19,823,220 votes, and 3,013,597 series A shares (1



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vote/share), representing 3,013,597 votes, i.e. a total of 4,004,758 shares and 22,836,817 votes.

Participants in the Annual General Meeting are welcome to join us for refreshments following the meeting.

In Nastola on March 19, 2012

RAUTE CORPORATION  
Board of Directors

FURTHER INFORMATION:

Ms. Arja Hakala, CFO, Raute Corporation, tel. +358 3 829 3293, mobile +358 400 710 387

DISTRIBUTION:

NASDAQ OMX Helsinki Ltd, main media, [www.raute.com](http://www.raute.com)

RAUTE IN BRIEF:

*Raute is a technology and service company that operates worldwide. Raute's customers are companies operating in the wood products industry that manufacture veneer, plywood and LVL (Laminated Veneer Lumber). The technology offering covers machinery and equipment for the entire production process. As a supplier of mill-scale projects Raute is a global market leader both in the plywood and LVL industries. Additionally, Raute's full-service concept includes services ranging from repairs and spare parts deliveries to regular maintenance and equipment modernizations. Raute's head office is located in Nastola, Finland. Its other production plants are in the Vancouver area in Canada, in the Shanghai area in China, and in Kajaani, Finland. Raute's net sales in 2011 were EUR 74.3 million. The number of personnel at the end of 2011 was 464.*

More information about the company can be found at [www.raute.com](http://www.raute.com).