

ARTICLES OF ASSOCIATION

Approved at the Annual General Meeting on 16 April 2012

Articles of association

Article 1

The Company's name is Raute Oyj, Raute Corporation in English and Raute Abp in Swedish. Its registered office is in Lahti.

The Company's line of business:

1. Sale of products of the engineering, metal and electronics industries, as well as related systems and installations, including deliveries for international projects in the metal industry, marketing and manufacturing, and sale, marketing, licensing and distribution of related know-how, raw materials and services; as well as trade in the end products manufactured by the above mentioned equipment.

2. Group strategic planning, group financing and investment activities, real estate business, including real estate investments and securities business. To this end, the Company may operate through subsidiaries or associated companies in Finland and abroad.

Article 2

The Company's minimum share capital is five million (5,000,000) euros and its maximum share capital twenty million (20,000,000) euros, within which limits the share capital may be increased or decreased without amending the Articles of Association.

The par value of the shares is two (2) euros.

The shares are divided into ordinary shares and A shares, with a minimum of three hundred and eighty thousand (380,000) and a maximum of ten million (10,000,000) ordinary shares, and a minimum of two million one hundred and twenty thousand (2,120,000) and a maximum of ten million (10,000,000) A shares.

The ordinary shares are entered in the K series and the A shares are entered in the A series. The ordinary shares and the A shares differ from one another, so that every ordinary share entitles in the General Meeting to twenty (20) votes and a share of the A series to one (1) vote.

Article 3

An ordinary share may be converted to an A share on the following terms:

1) The owner of an ordinary share or, in the case of shares under administrative registration, the portfolio manager may at any time make to the Company's Board of Directors a written request for conversion. The request may be withdrawn before the notice is filed with the Trade Register.

- 2) The shareholder shall specify in the request for conversion the shares (book-entry securities) and their number.
- 3) The Company's Board of Directors shall deal with the requests for conversion within two months of the day when the Company is notified of the request for conversion.
- 4) The general precondition for conversion is that the shareholder can freely dispose of the shares and that they are not subject to any outside obligation and/or encumbrance.
- 5) The conversion of shares is effected so that one share of the K series is equivalent to one share of the A series. The conversion procedure is completed when the conversion of the shares has been entered in the Trade Register, and the conversion is then binding on both the Company and the shareholder.
- 6) The Company may request that an entry be made in the shareholder's book-entry securities account restricting the owner's power of transfer or assignation during the conversion procedure.

Article 4

If an ordinary share is transferred to a new owner who is not a shareholder of the K series, the transferee shall immediately notify the Board of Directors thereof in writing, and the other shareholders of ordinary shares, i.e. shareholders of the K series, have the right to redeem the share on the following terms:

1. The right of redemption does not apply to any title by inheritance or last will and testament. Also the right of redemption does not apply to a transfer if the transferee is the transferor's father, mother, direct heir or adoptive child, or the transferor's sister or brother, or the sister's or brother's direct heir or their adoptive child.
2. In the event that several shareholders wish to exercise their right of redemption, the shares shall be distributed by the Board of Directors between the interested shareholders pro rata their previous shares. If the shares cannot be distributed equally, the remaining shares are distributed between the interested shareholders by lot.
3. The redemption price is the price agreed de facto between the transferor and the transferee, or, if the title is free, the compensation cannot be determined otherwise, or at least part of the compensation is other than money, the value of one share is the stock exchange price of the A share at the time the request for redemption is made.
4. The Board of Directors shall inform the redemption entitled shareholders within one month of the notification of transfer of the share by sending a notice by registered post to the address listed in the shareholders' register or otherwise known to the Company. The notice shall include information of the details affecting the redemption price, the transferee's name, the day of transfer as well as the day on which notice was given to the Board of Directors of the transfer of the share.
5. The shareholder shall make to the Company a written request for redemption within forty-five (45) days of the day when the Board was notified of the transfer of the share.
6. The redemption price shall be paid within a month of the end of the period

specified in section 5, or if the redemption price is not fixed, from the moment the redemption price is confirmed, to the party from whom the shares are redeemed, in cash or by a cheque certified by a bank, or deposited within the stipulated period with the chief executive officer.

7. In the event that the redemption entitled shareholders do not exercise their right of redemption within the stipulated time, the Company has the right, under the provisions of the effective Companies Act, to use the Company's distributable funds to redeem a share of the K series, and the Company shall then make a request for redemption to the transferee within two (2) months of the Board being notified of the transfer of the share. The Company shall pay the redemption price within one month of the end of the redemption request period mentioned in this section 7 or, if the redemption price is not fixed, from the confirmation of the price.

8. The Company shall notify the redemption entitled shareholders in writing of its exercise of the right of redemption, concurrently with the request for redemption as per section 7.

9. Any disputes about the right of redemption and the amount of the redemption price shall be submitted for settlement by arbitrators according to the conciliation procedure prescribed by the Arbitration Act, except if the Company has itself redeemed shares subject to redemption.

Article 5

The Company's shares are in the book-entry securities system.

Article 6

The Company's business is managed by the Board of Directors and the President and CEO.

The Board consists of five to seven (5 to 7) members.

Article 7

The Board has a quorum when more than half of the members are present. In the event of votes being equal, the chairman shall have the casting vote.

Article 8

The Company shall have at least one and at most two auditors and one deputy auditor. If an authorized public accounting company is elected, a deputy auditor does not need to be elected. If the auditor elected is other than an authorized public accounting company, two auditors and one deputy auditor are elected.

Article 9

The Chairman of the Company's Board of Directors and the President and CEO represent the Company, each alone, or two members of the Board together. The Board may grant procurations so that the procuration holders may represent the Company two together or each alone together with a member of the Board of Directors.

Article 10

The Company's accounting period is a calendar year.

Article 11

The Annual General Meeting shall be held within six months of the expiration of the accounting period.

Article 12

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.

Article 13

At the Annual General Meeting

shall be presented

1. the Financial Statements and the Consolidated Financial Statements;
2. the Auditors' Report;

shall be decided on

3. the approval and adoption of the Financial Statements and the Consolidated Financial Statements;
4. any measure or action that the profit shown in the Balance Sheet gives cause for;
5. the discharge from liability to the members of the Board of Directors and to the President and CEO;
6. the principles for indemnifying travel expenses and the remuneration of the Chairman and the members of the Board of Directors and the auditors;
7. the number of the members of the Board of Directors;
8. the number of the auditors and deputy auditors;
9. other matters mentioned in the summons to the General Meeting;

shall be elected

10. the Chairman, the Vice-Chairman and the members of the Board of Directors;
11. the auditor(s) and deputy auditors where applicable.