

**Unofficial translation of the original Finnish Minutes.
In case of discrepancy, the Finnish language is prevailing**

ANNUAL GENERAL MEETING

TIME: 31 March 2020 at 6:00 p.m.

VENUE: Lahti Fair Centre, Salpausselänkatu 7, Lahti, Finland

PRESENT: Shareholders were present at the meeting, in person or represented by proxy, in accordance with the attached list of votes, Appendix 1.

In addition, Chair of the Board of Directors Ms. Laura Raitio and the President and CEO Mr. Tapani Kiiski were present at the meeting.

1. Opening of the meeting

Chair of the Board, Ms. Laura Raitio, opened the meeting and wished the shareholders warmly welcome.

2. Calling the meeting to order

Mr. Janne Haapakari, Attorney at Law, was elected as chairman of the meeting.

The chairman stated that Skandinaviska Enskilda Banken AB (publ), Helsingin Sivukonttori and Nordea Bank Oyj had informed that they represent certain nominee-registered shareholders, whose amounts of shares and voting instructions have been delivered by the banks to the chairman of the meeting. The above-mentioned banks have informed that the shareholders represented by them did not demand voting in those items of the Agenda where the instructions are to oppose the decision proposal or abstain, in case the chairman of the meeting can, based on the voting instructions given beforehand and standpoints presented at the meeting, clearly state that a majority required in the agenda item supports the proposal presented at the meeting. In such a case, registration in the minutes of the meeting is enough.

The chairman stated that the given voting instructions are not read separately in each item of the agenda, but the summaries of the voting instructions given by the shareholders represented by banks are attached to the Minutes of the Meeting as Appendices 2 and 3.

The chairman stated that "Oppose" or "Abstain" votes will be registered in the corresponding items of the minutes of the meeting. What becomes to "Oppose" votes, without any counter proposal in items where the proposal cannot be opposed without a counter proposal, these votes would not be taken into account as votes opposing the

proposal and thus they would not be registered in corresponding items of the minutes of the meeting.

The procedure concerning the voting instructions made by the chairman was approved.

The agenda of the meeting was approved.

3. Election of persons to scrutinize the minutes and to supervise the counting of votes

Mr. Ari Piik and Mr. Lasse Puoskari were elected to scrutinize the minutes and to supervise the counting of votes.

4. Recording the legality of the meeting

The chairman stated that the notice to the Annual General Meeting was published on the company's internet site and as a stock exchange release on 27 February 2020.

It was stated that the financial statements and resolution proposals with appendices given on the notice to the Annual General Meeting had been available in accordance with the Finnish Companies Act, and copies of the documents had been sent to shareholders upon request.

It was stated that the meeting had been legally convened.

The notice to the Annual General Meeting was attached as Appendix 4 to the minutes.

5. Recording the attendance at the meeting and adoption of the list of votes

It was stated that a list of votes has been drawn up of shareholders, their proxies and advisers present at the meeting, including the number of shares and votes held by the shareholders.

The list of votes was adopted and attached as Appendix 1 to the minutes.

It was stated that according to the list of votes, a total of 920,129 series K shares, representing a total of 18,402,580 votes, and a total of 593,961 series A shares representing a total of 593,961 votes. Thus, a total of 1,514,090 shares, representing a total of 18,996,541 votes, were represented at the meeting, i.e. approximately 35.5% of all shares and 82.3% of all votes were represented at the meeting.

It was stated that the company's list of shareholders was available at the meeting.

6. Presentation of the Financial Statements for 2019, including the Consolidated Financial Statement, the Board of Directors' Report, and the Auditor's Report

The chairman stated that the financial statements documents, which according to the Finnish Companies Act have been available for the shareholders prior to the Annual General Meeting since 13 February 2020, are also available at the meeting. It was stated

that the company has drawn up and published a Corporate Governance Statement according to the Finnish Securities Markets Act and Finnish Corporate Governance Code 2020 for listed companies. It was also stated that the company has also drawn up and published a Non-Financial Statement for 2019 in accordance with Directive 2014/95/EU of the European Parliament and Council.

Mr. Tapani Kiiski, President and CEO, presented the review by the President and CEO and the main items of the company's Financial Statements per 31 December 2019 ([Appendix 5](#)).

The chairman presented a summary of the Auditor's Report.

It was stated that the Financial Statements, the Consolidated Financial Statements, the Board of Directors' Report and the Auditor's Report had been presented and the documents were attached as [Appendix 6](#) to the minutes.

7. Adoption of the Financial Statements, including the adoption of the Consolidated Financial Statements

It was resolved to adopt Raute Corporation's Financial Statements, including also the Consolidated Financial Statements, for 1 January - 31 December 2019.

It was registered that in this item the nominee-registered shareholders represented by the banks had given "Oppose" or "Abstain" votes as follows: Abstain, 905 votes.

8. Resolution on the use of the profit shown in the balance sheet and on the payment of a dividend

It was stated that the Parent company's distributable funds totaled EUR 42,524,875.67 for the financial year ended on 31 December 2019.

The chairman stated that the Board of Directors had proposed a dividend of EUR 1.45 per share to be paid to holders of series A and K shares based on the adopted balance sheet for the financial year 2019, i.e. a total of EUR 6,181,631.30 and the remainder, EUR 36,343,244.37 to be retained in equity. The dividend will be paid to a shareholder who, on the record date for dividend distribution, 2 April 2020, is registered as a shareholder in the company's share register maintained by Euroclear Finland Ltd. The dividend payment date is 9 April 2020.

It was unanimously resolved to approve the Board of Directors' proposal on use of the profit shown in the balance sheet and payment of dividend.

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

The chairman stated that during 1 January - 2 April 2019, the Board of Directors consisted of Mr. Erkki Pehu-Lehtonen as the Chair of the Board, Mr. Mika Mustakallio as Vice-Chair of the Board and Mr. Joni Bask, Ms. Laura Raitio, Mr. Pekka Suominen and Mr. Patrick von Essen as other Board Members, and as from the 2019 Annual General

Meeting on 2 April 2019, the Board of Directors consisted of Ms. Laura Raitio as the Chair of the Board, Mr. Mika Mustakallio as Vice-Chair of the Board and Mr. Joni Bask, Mr. Ari Harmaala, Mr. Pekka Suominen and Mr. Patrick von Essen as other Board Members.

The chairman further stated that Mr. Tapani Kiiski acted as the President and CEO during the financial year 2019.

It was resolved to discharge the members of the Board of Directors and the President and CEO from liability for the financial year 2019.

It was registered that in this item the nominee-registered shareholders represented by the banks had given "Oppose" or "Abstain" votes as follows: Oppose, 66 votes.

10. Handling of the Remuneration Policy for Governing Bodies

Chair of the Board, Ms. Laura Raitio, presented the company's Board-approved Remuneration Policy for the Governing Bodies (Appendix 7).

It was stated that the Remuneration Policy was appended to this Notice of the Annual General Meeting and was also available on the company's website.

It was resolved to approve the Remuneration Policy as presented. The resolution was advisory.

It was registered that in this item the nominee-registered shareholders represented by the banks had given "Oppose" or "Abstain" votes as follows: Oppose, 26,107 votes.

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

The chairman stated that the Appointments Committee proposed to the Annual General Meeting the remuneration to the Chair of the Board to be further EUR 48,000 for the term of office and to the Vice-Chair of the Board and Board members further EUR 24,000 for the term of office, and that the Board members' traveling expenses to be compensated according to the Company's travel policy.

It was unanimously resolved to approve the above proposal concerning the remunerations and expenses payable to the members of the Board of Directors.

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

The chairman stated that according to Article 6 of the Articles of Association the Board of Directors consists of five to seven (5-7) members. The Board of Directors currently consists of six members. It was stated that according to the Articles of Association, the Chair, the Vice-Chair, and the members of the Board of Directors are elected by the Annual General Meeting.

The chairman stated that the Appointments Committee proposed to the Annual General Meeting six (6) members to be elected to the company's Board of Directors.

It was unanimously resolved the number of members of the Board of Directors to be six (6).

It was registered that in this item the nominee-registered shareholders represented by the banks had given "Oppose" or "Abstain" votes as follows: Oppose, 293 votes.

13. Election of the members of the Board of Directors

The chairman stated that the Appointments Committee proposed Ms. Laura Raitio to be elected as Chair of the Board, Mr. Mika Mustakallio as Vice-Chair of the Board, and Mr. Joni Bask, Mr. Ari Harmaala, Mr. Pekka Suominen, and Mr. Patrick von Essen be elected members of the Board of Directors.

It was stated that all information of relevance regarding the individuals proposed had been presented in connection of the notice to the Annual General Meeting and other AGM material on the company's internet site.

Ms. Laura Raitio was elected as Chair of the Board, Mr. Mika Mustakallio was elected as Vice-Chair of the Board, and Mr. Joni Bask, Mr. Ari Harmaala, Mr. Pekka Suominen, and Mr. Patrick von Essen were elected as members of the Board of Directors.

It was registered that in this item the nominee-registered shareholders represented by the banks had given "Oppose" or "Abstain" votes as follows: Oppose, 359 votes.

14. Resolution on the remuneration payable to the auditors

The chairman stated that the Board of Directors proposed that the auditors' remuneration be paid according to reasonable invoicing approved by the company.

It was resolved that the remuneration to the auditors be paid according to reasonable invoicing approved by the company.

15. Election of auditors

The chairman stated that the Board of Directors proposed that Authorized Public Accountants PricewaterhouseCoopers Oy be further chosen as auditors. The company has informed Authorized Public Accountant Markku Launis to be the principal auditor. The auditors have given their consent for the election.

It was resolved to elect Authorized Public Accountants PricewaterhouseCoopers Oy as auditors with Mr. Markku Launis, Authorized Public Accountant, as the principal auditor.

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

It was stated that the Board of Directors proposed that the Annual General Meeting would authorize the Board to decide on the acquisition of own shares under the following terms:

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.

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 2, 2019, and is effective until the end of the next Annual General Meeting, or at the most for 18 months following the decision of the Annual General Meeting.

It was unanimously resolved to approve the above proposal to authorize the Board of Directors to decide on acquisition of own shares.

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

It was stated that the Board of Directors proposed that the Annual General Meeting would authorize the Board to decide on issuance of shares on the following terms:

The Board proposes that the Annual General Meeting authorize the Board to decide on an issue of Raute Corporation's series A shares, as well as on all 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 that can be issued is 400,000 series A shares.

The Board proposes that the authorization include the right to deviate from the shareholders' pre-emptive rights, provided that the Company has a weighty financial reason to do so. A targeted issue may be free only if a weighty financial reason exists in

terms of the company, while taking into account the interests of all the shareholders. As proposed, the authorization can be used, with the restrictions presented above, to fund or carry out acquisitions or other arrangements or for other purposes decided by the Board of Directors. The authorization is effective until the end of the next Annual General Meeting.

It was unanimously resolved to approve the above proposal to authorize the Board of Directors to decide on issuance of shares.

18. Closing the meeting

It was stated that the minutes of the Annual General Meeting will be available, in accordance with the Finnish Companies Act, in a fortnight, i.e. on 14 April 2020 at the company's head office and on the internet site at www.raute.com.

The chairman stated that the items on the agenda had been attended. The chairman announced the meeting closed at 6:52 p.m.

In fidem:

Janne Haapakari
Chairman

Minutes scrutinized and approved:

Ari Piik

Lasse Puoskari