



STOCK EXCHANGE RELEASE
28 February 2014 at 10:45 a.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, March 31, 2014 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 2013, including the Consolidated Financial Statements, the Board of Directors' Report, and the Auditor's Report
 - Presentation by the President and CEO
7. Adoption of the Financial Statements, 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 0.20 per share be paid to holders of series A and K shares based on the adopted balance sheet for the financial year 2013, and that the remainder of distributable funds be transferred to equity. The dividend shall be paid to a shareholder who, on the record date for dividend distribution, April 3, 2014, 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 10, 2014.

9. Proposal by the Board of Directors on the distribution of assets from the invested non-restricted equity reserve

The Board of Directors proposes to the Annual General Meeting that the Annual General Meeting would resolve to distribute EUR 0.30 per a series A and K share from the invested non-restricted equity reserve as repayment of equity on the basis of the balance sheet to be adopted in respect of the financial year ending on December 31, 2013. The repayment of equity shall be paid to a shareholder who, on the record date for repayment, April 3, 2014, is registered as a shareholder in the Company's share register maintained by Euroclear Finland Ltd. The Board of Directors proposes that the repayment of equity be paid on April 10, 2014.



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

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

The Appointments Committee proposes that the remuneration to the Chairman of the Board shall continue to be EUR 40,000 and that the remuneration to the Vice Chairman of the Board and Board members shall continue to be EUR 20,000, for the term of office. The Board members' traveling expenses are compensated according to the Company's travel policy.

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

The Appointments Committee proposes 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.

13. Election of the members of the Board of Directors

The Appointments Committee proposes 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 re-elected as Vice Chairman of the Board of Directors and Mr. Risto Hautamäki, M.Sc. (Eng.), Mr. Pekka Suominen, M. Sc. (Econ.), and Mr. Joni Bask, M.Sc. (Eng.), be re-elected as members of the Board of Directors. The Appointments Committee also proposes that Mrs. Päivi Leiwo-Svensk, Master of Laws, be elected as a new member of the Board of Directors. Current Board member Mr. Ilpo Helander has announced that he is not available for re-election.

Mrs. Päivi Leiwo-Svensk, Master of Laws, MBA, born in 1964, who has been proposed as a new member of the Board of Directors, is full-time Chair of the Board of her family-owned company Oilon Oy (2009–). She has previously worked as a lawyer for Oilon Oy (1989–2009). In addition, she holds positions of trust on the Board of Directors of The Federation of Finnish Technology Industries and is Chair of the working group for competitiveness, a member of the Team Finland network's steering group, a member of Finpro's Board of Directors and a member of the Board of Directors of Finnfund (the Finnish Fund for Industrial Cooperation Ltd.), among others.

All information of relevance regarding the individuals proposed can be found on the Company's website at www.raute.com\Investors\Corporate Governance\Annual General Meeting\Annual General Meeting 2014.

14. 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.

15. 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.



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16. 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.

17. Authorizing the Board of Directors to decide on the acquisition of the Company's 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.

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 8, 2013 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.

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

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 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.



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The Board proposes that the authorization include the right to deviate from the shareholders' preemptive 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 also taking into account the interests of all of 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.

19. 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. Raute Corporation's Annual Report and financial statement documents, including Financial Statements, the Board of Directors' Report 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 14, 2014.

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 on March 19, 2014. A 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, March 26, 2014.

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;
- 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.



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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 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 end of registration.

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 trustee's 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 March 26, 2014 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, February 28, 2014, Raute Corporation has 991,161 series K shares (ordinary share, 20 votes/share), representing 19,823,220 votes, and 3,015,667 series A shares (1 vote/share), representing 3,015,667 votes, i.e. a total of 4,006,828 shares and 22,838,887 votes.

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

In Nastola on February 28, 2014

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



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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 technology services ranging from 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 of Canada, in the Shanghai area of China, and in Kajaani, Finland. Raute's net sales in 2013 were EUR 83.3 million. The Group's headcount at the end of 2013 was 534.

More information about the company can be found at www.raute.com.