

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

ANNUAL GENERAL MEETING

TIME: 28 March 2017 at 6:00 p.m.

VENUE: Sibelius Hall, Ankkurikatu 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, all members of the Board of Directors, proposed new member of the Board of Directors Laura Raitio, the President and CEO Mr. Tapani Kiiski, the company's principal auditor Authorized Public Accountant Markku Launis as well as members of the company's senior management and other employees, were present at the meeting.

**1. Opening of the meeting**

Chairman of the Board, Mr. Erkki Pehu-Lehtonen, 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 of the meeting called Mr. Jukka Tanhuanpää to act as secretary.

The chairman stated that certain nominee-registered shareholders, represented by proxy at the meeting, have given voting instructions before the meeting. These voting instructions are "for" the resolution proposals given in the notice to the Annual General Meeting and will be taken into account in potential voting.

The agenda of the meeting was approved.

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

Ms. Sinikka Mustakallio and Mr. Vesa Keskiaho 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 3 March 2017.

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 2 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 573,144 series K shares, representing a total of 11,462,880 votes, and a total of 401,986 series A shares representing a total of 401,986 votes, i.e. approximately 23.1% of all shares and 51.5% 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 2016, 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 15 February 2017, 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 2015 for listed companies.

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 2016 (Appendix 3).

It was stated that the Financial Statements, the Board of Directors' Report and the Auditor's Report had been presented and the documents were attached as Appendix 4 to the minutes.

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

It was unanimously resolved to adopt Raute Corporation's Financial Statements, including also the Consolidated Financial Statements, for 1 January - 31 December 2016.

## **8. Use of the profit shown in the balance sheet and resolution of the payment of a dividend**

It was stated that the Parent company's distributable funds totaled EUR 24,375,511.03 for the financial year ended on 31 December 2016.

The chairman stated that the Board of Directors had proposed a dividend of EUR 1.00 per share to be paid to holders of series A and K shares based on the adopted balance sheet for the financial year 2016, i.e. a total of EUR 4,219,711 and the remainder, EUR 20,155,800.03 to be retained in equity. The dividend will be paid to a shareholder who, on the record date for dividend distribution, 30 March 2017, is registered as a shareholder in the company's share register maintained by Euroclear Finland Ltd. The dividend payment date is 6 April 2017.

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 - 31 March 2016, the Board of Directors consisted of Mr. Erkki Pehu-Lehtonen as the Chairman of the Board, Mr. Mika Mustakallio as Vice-Chairman of the Board and Mr. Joni Bask, Mr. Risto Hautamäki, Ms. Päivi Leiwo, and Mr. Pekka Suominen as other Board Members, and as from the 2016 Annual General Meeting on 31 March 2016, the Board of Directors consisted of Mr. Erkki Pehu-Lehtonen as the Chairman of the Board, Mr. Mika Mustakallio as Vice-Chairman of the Board and Mr. Joni Bask, Ms. Päivi Leiwo, Mr. Pekka Suominen and Mr. Patrick von Essen as other Board Members.

Mr. Tapani Kiiski acted as the President and CEO during the financial year 2016.

It was unanimously resolved to discharge the members of the Board of Directors and the President and CEO from liability for the financial year 1 January - 31 December 2016.

## **10. 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 that the remuneration to the Chairman of the Board continues to be EUR 40,000 for the term of office and to the Vice-Chairman of the Board and Board members EUR 20,000 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.

## **11. 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 Chairman, the Vice-Chairman, 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).

## **12. Election of the members of the Board of Directors**

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

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

It was unanimously resolved to elect Mr. Erkki Pehu-Lehtonen as Chairman of the Board, Mr. Mika Mustakallio as Vice-Chairman of the Board and Mr. Joni Bask, Ms. Laura Raitio, Mr. Pekka Suominen, and Mr. Patrick von Essen as members of the Board of Directors.

## **13. Resolution on the remuneration payable to the auditors**

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

It was unanimously resolved that the remuneration to the auditors be paid on the basis of reasonable invoicing approved by the company.

## **14. Resolution on the number of auditors**

The chairman stated that according to the Articles of Association the company shall have at least one and at most two auditors and one deputy auditor. If an authorized public accounting company is elected as auditors, a deputy auditor will not be elected. The term of office of the auditors will end at the following annual general meeting.

The chairman further stated that the Board of Directors proposed an authorized public accounting company to be chosen as the auditor.

It was unanimously resolved to elect an authorized public accounting company as the auditor.

## 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 auditor has given his consent for the election.

It was unanimously 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

The chairman stated the proposal by the Board of Directors that the Annual General Meeting would 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 31 March 2016 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.

Shareholder Heikki Pajula (ballot no. 34) proposed words in the second paragraph of the proposal "or to be otherwise disposed" to be deleted from the authorization to be given to the Board of Directors to repurchase the company's own shares.

After a test ballot Mr. Pajula canceled his proposal.

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**

The chairman stated the proposal by the Board of Directors to 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 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 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 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.

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, at the latest in a fortnight, i.e. as from 11 April 2017 at the company's head office and on the internet site at [www.raute.com](http://www.raute.com).

The chairman stated that the items on the agenda had been attended. The chairman announced the meeting closed at 7:02 p.m.

In fidem:

Janne Haapakari  
Chairman

Jukka Tanhuanpää  
Secretary

Minutes scrutinized and approved:

Sinikka Mustakallio

Vesa Keskiaho