

DECISIONS OF RAUTE CORPORATION'S ANNUAL GENERAL MEETING 2009

Raute Corporation's Annual General Meeting confirmed on 2 April 2009 the Financial Statements for 1 January to 31 December 2008 and discharged the members of the Board of Directors and President and CEO from liability.

The Annual General Meeting decided according to the proposal of the Board of Directors to distribute the dividend EUR 0.70 per share to be paid for series A and K shares, with the payment date April 16, 2009. The record date is April 7, 2009.

The Annual General Meeting elected the Board of Directors for the next term of office ending at the Annual General Meeting in 2010. Mr. Erkki Pehu-Lehtonen was elected Chairman of the Board of Directors, Ms. Sinikka Mustakallio was elected Vice Chairman of the Board of Directors and Mr. Risto Hautamäki, Mr. Ilpo Helander, Mr. Mika Mustakallio, and Mr. Panu Mustakallio were elected members of the Board of Directors.

Ms. Anna-Maija Simola (Authorized Public Accountant) and Mr. Antti Unkuri (Authorized Public Accountant) were elected as auditors. The auditing company Ernst & Young Oy was elected as the deputy auditor.

The Annual General Meeting decided that the remuneration to the Chairman of the Board continues to be 40,000 euros and to the Vice Chairman of the Board and Board members 20,000 euros for the term of office. The Board members' travelling expenses will be compensated according to the company's travel policy. The compensation to the company's auditor(s) will be paid on the basis of reasonable invoicing.

Amendments to the Articles of Association

The Annual General Meeting decided to amend the Articles of Association as follows, mainly due to the new Limited Liability Companies Act, which came into force on September 1, 2006:

- The set time periods relating to the right of redemption was replaced by the maximum periods set in the Act, with the exception of the time period stipulated for the request for redemption made by shareholders entitled to redemption (Article 4).
- The provisions concerning the tally day were deleted (Article 5).
- The list of the Board's tasks was deleted (Article 8).
- A provision on the number of the company's auditors and a mention about an authorized public accounting company was added (new Article 8).
- The provisions on signing for the company were amended to make them consistent with the terminology of the new Act, and the mention on the Board's authority to grant and withdraw procurations was transferred to the same Article (Article 9).
- The provision on the convocation period of a General Meeting was deleted, and the decision-making responsibilities was amended so that the newspapers in which the notice of the General Meeting is published are decided by the Board, not by the General Meeting. A mention that the notice must also be published on the company's website was added (Article 12).
- The agenda of the Annual General Meeting was amended in part to correspond with the contents of the new Act, and the principles for indemnifying travel expenses to the Chairman of the Board, the Board members and the auditors were added in the list of items to be decided on (Article 13).
- Article 14 referring to making decisions about amendments to the Articles of Association, about the company's entrance into liquidation and about an increase of the share capital in accordance with the provisions of the Companies Act was deleted (Article 14).

The new Articles of Association are enclosed to this stock exchange release.

Authorization of the Board of Directors to decide on the repurchase of shares

The Annual General Meeting decided to authorize the Board to decide on the repurchase of a maximum of 400,000 Raute Corporation 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 number of shares is less than ten percent (10%) of the company's overall shares.

The authorization entitles 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 otherwise than in proportion to the holdings of the shareholders. This can take place, for example, by acquiring shares in public trading on marketplaces whose rules and regulations allow a company to repurchase shares. The company must have important financial reasons to acquire shares in public trading as explained above or otherwise than in proportion to the holdings of the shareholders.

A Series K share can be converted to a series A share in compliance with section 3 of Raute Corporation's Articles of Association.

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

The authorization is effective until the end of the next Annual General Meeting, or at least until 31 May 2010.

Authorization of the Board of Directors to decide on a directed issue of Raute Corporation's series A shares

The Annual General Meeting decided to 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.

Minutes of the Annual General Meeting

The Minutes of the Annual General Meeting are available on Raute Corporation's website at [www.raute.com](http://www.raute.com) as from 16 April 2009.

RAUTE CORPORATION  
Board of Directors

FURTHER INFORMATION:

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RAUTE IN BRIEF:

Raute is a technology company serving the wood products industry worldwide. Its most important customers are the plywood and LVL industries. The company is one of the world's leading suppliers of mill-scale projects to these customer industries. The total service concept also includes technology services, with which Raute supports its customers throughout the entire life cycle of their investments. Raute's head office and main production plant are in Nastola, Finland. Its other production plants are in the Vancouver area of Canada, in the Shanghai area of China, and in Jyväskylä and Kajaani, Finland. Net sales in 2008 were EUR 98.5 million and the number of personnel 573. More information on the company can be found at [www.raute.com](http://www.raute.com).

DISTRIBUTION:

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

APPENDIX:

RAUTE CORPORATION'S ARTICLES OF ASSOCIATION

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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 executory 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 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 or her share-based voting rights at the General Meeting shall notify the Company thereof not 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.

#### 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.