



## **NOTICE OF THE ANNUAL GENERAL MEETING OF RAUTARUUKKI CORPORATION ON 23 MARCH 2010**

Notice is hereby given to the shareholders of Rautaruukki Corporation to the Annual General Meeting to be held on Tuesday 23 March 2010 at 2pm in the Congress Wing of the Helsinki Exhibition and Convention Centre, Messuaukio 1, 00520 Helsinki, Finland. The reception of persons who have registered for the Meeting and the distribution of voting slips will commence at 1pm.

### **A. MATTERS ON THE AGENDA OF THE ANNUAL GENERAL MEETING**

At the Annual General Meeting, the following matters will be considered:

- 1. Opening of the Meeting**
- 2. Calling the Meeting to order**
- 3. Election of persons to scrutinise 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 annual accounts, the report of the Board of Directors and the auditor's report for 2009, and the statement by the Supervisory Board**  
Review by the CEO.
- 7. Adoption of the parent company and consolidated annual accounts**
- 8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend**  
The Board of Directors proposes on the basis of the adopted balance sheet for 2009 the payment of a dividend of EUR 0.45 per share. The dividend will be paid to shareholders entered as shareholder, at the dividend payment record date 26 March 2010, in the company's shareholder register maintained by Euroclear Finland Ltd. The Board of Directors proposes that the dividend be paid on 8 April 2010.  
  
Further the Board of Directors proposes that the Annual General Meeting grants the Board the authority to donate the sum of no more than EUR 900,000 from the distributable capital of the company to support activities of colleges and universities and, in the same context, that the Board of Directors be authorised to decide the schedule of payments and any other terms and conditions governing the donations.
- 9. Resolution on the discharge of the members of the Board of Directors, of the members of the Supervisory Board and the CEO from liability**
- 10. Resolution on the remuneration of the members of the Board of Directors**  
The Nomination Committee proposes that the annual fees of the Board of Directors remain unchanged. The Chairman of the Board receives a fee of EUR 67,200, the Deputy Chairman EUR 42,000 and members EUR 32,400 per year together with an attendance fee of EUR 600 including Board of Directors' committee meetings. The Nomination Committee proposes that 40 per cent of the annual fee be paid in the form of Rautaruukki Oyj shares purchased from the market. The shares will be purchased within two weeks of the publication of the company's interim report for the first quarter of 2010. The Nomination Committee considers that increasing the long-term shareholding of Board members will benefit all shareholders.

**11. Resolution on the number of members of the Board of Directors**

The Nomination Committee proposes that the number of members of the Board of Directors remain unchanged at seven.

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

The Nomination Committee proposes that the present members of the Board of Directors Maarit Aarni-Sirviö, Reino Hanhinen, Liisa Leino and Hannu Ryöppönen be re-elected for a further term of office lasting one year from the 2010 Annual General Meeting to the close of the 2011 Annual General Meeting. The Nomination Committee proposes that Pertti Korhonen, MSc (Electronics Engineering), President & CEO, Outotec Oyj; Matti Lievonen, BSc (Eng) President & CEO, Neste Oil Corporation and Jaana Tuominen, MSc (Eng), CEO and Managing Director, Paulig Ltd. be elected to the Board as new members. Moreover, the Nomination Committee proposes that Reino Hanhinen be elected as Chairman of the Board of Directors and that Hannu Ryöppönen be elected Deputy Chairman.

**13. Resolution on the remuneration of the members of the Supervisory Board**

**14. Resolution on the number of members of the Supervisory Board**

**15. Election of members of the Supervisory Board**

**16. Resolution on the remuneration of the auditor**

The Board of Directors proposes that the auditor be paid a remuneration based on invoice approved by the company.

**17. Election of auditor**

Based on the recommendation of the Audit Committee, the Board of Directors proposes that the audit firm KPMG Oy Ab be re-elected as the company's auditor.

**18. Authorising 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 grants the Board the authority to acquire a maximum of 12,000,000 of the company's own shares, using the company's unrestricted equity, at fair value at the date of acquisition, which shall be the prevailing market price in public trading on NASDAQ OMX Helsinki. The proposed authority supersedes the authority to acquire 12,000,000 shares granted by the Annual General Meeting of 24 March 2009 and which now expires. It is proposed that the authority be valid until the following Annual General Meeting.

**19. Proposal to abolish the Supervisory Board and appropriate amendments to the Articles of Association**

Solidium Oy, which owns 40 per cent of the company's shares and votes, and Osakesäästäjien Keskusliitto ry (Shareholders Association) propose that the company's Supervisory Board be abolished and that the appropriate amendments be made to the Articles of Association. The Board of Directors concurs with the proposal.

**20. Board of Directors' proposal to partly amend the company's Articles of Association**

The Board of Directors proposes that Article 11 of the company's Articles of Association be amended so that notice of the General Meeting must be given no later than three weeks before the Meeting and at least nine days before the General Meeting record date as referred to in the Finnish Limited Liability Companies Act.

**21. Proposal by Solidium Oy to establish a shareholders' Nomination Committee**

Solidium Oy proposes that a Nomination Committee to be established to prepare proposals for the following Annual General Meeting regarding the composition of the Board of Directors and directors' fees. The Committee is to comprise a representative from each of the three largest shareholders, together with the Chairman of the Board of Directors, who is elected to the Committee as an expert member. The right to elect members to the Nomination Committee to represent shareholders is vested in the three shareholders having the largest share of the votes conveyed by all the company's shares as at 1 November preceding the Annual General Meeting. The Chairman of the Board of Directors convenes the Nomination Committee, which elects a chairman from among its members. The Nomination Committee will present its proposal to the company's Board of Directors by no later than 1 February preceding the Annual General Meeting.

## **22. Closing of the Meeting**

### **B. DOCUMENTS OF THE GENERAL MEETING**

The proposals by the Board of Directors and shareholders mentioned on the agenda above, together with this Notice are available on Rautaruukki Corporation's website at [www.ruukki.com](http://www.ruukki.com). The company's annual report, which includes the account documents, will be posted on the company's website by 2 March 2010. Copies of the documents will be sent to shareholders on request and will also be available at the Annual General Meeting. The minutes of the Meeting will be available on the above mentioned website from 6 April 2010.

### **C. INSTRUCTIONS FOR PERSONS ATTENDING THE ANNUAL GENERAL MEETING**

#### **1. The right to attend and registration**

Each shareholder who is registered on Thursday 11 March 2010 in the company's shareholder register held by Euroclear Finland Ltd., is eligible to attend the Annual General Meeting. A shareholder whose shares are registered in his/her personal Finnish book-entry account is registered in the company's shareholder register.

Any shareholder wishing to attend the Annual General Meeting must register for the Meeting by no later than 4pm (EET) on Thursday 18 March 2010 by giving a prior notice of attendance. Such notice may be made:

- online at [www.ruukki.com](http://www.ruukki.com);
- by email to [yhtiokokous@ruukki.com](mailto:yhtiokokous@ruukki.com);
- by calling +358 10 804 430 between 8am and 4pm, Monday to Friday;
- by telefax to +358 20 592 9104 or
- by mail to Rautaruukki Corporation, Annual General Meeting, PO Box 138, FI-00811 Helsinki.

Registration must include the shareholder's name, personal identification number, address, telephone number and the name of a possible assistant or proxy representative and the personal identification number of a proxy representative. Personal information given to Rautaruukki Corporation will only be used in connection with the Annual General Meeting and with the processing of related registrations.

#### **2. Proxy representative and powers of attorney**

A shareholder may attend the Annual General Meeting and exercise his/her rights at the Meeting by way of proxy representation.

A proxy representative must produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the Meeting. When a shareholder attends the Annual General Meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder must be identified in connection with the registration for the Annual General Meeting.

Possible proxy documents are requested to be sent in as originals to Rautaruukki Corporation, Annual General Meeting, PO Box 138, FI-00811 Helsinki before the close of the registration deadline 18 March 2010.

#### **3. Holders of nominee registered shares**

A holder of nominee registered shares is advised to request, without delay, their custodian bank for the necessary instructions regarding registration in the company's register of shareholders, the issuing of proxy documents and registration for the Annual General Meeting. The account operator of the custodian bank will register the holder of nominee registered shares wishing to attend the Meeting for temporary registration in the company's shareholder register by no later than 10am (EET) on 18 March 2010. Further information about these matters is available on the company's website at [www.ruukki.com](http://www.ruukki.com).

#### **4. Other instructions and information**

Under Chapter 5, Section 25 of the Finnish Limited Liability Companies Act, shareholders attending the Annual General Meeting have the right to request information with respect to the matters to be considered at the Meeting.

At the date of this Notice, 3 February 2010, the total number of shares and votes conveyed by these shares in Rautaruukki Corporation is 140,285,425.

Finnish and English versions of Rautaruukki Corporation's Annual Report 2009 will be published on the company's website by no later than 2 March 2010. Printed report may be ordered by calling +358 20 592 9260 on weekdays between 8am and 4pm, by email at [annualreport@ruukki.com](mailto:annualreport@ruukki.com) or by online at [www.ruukki.com](http://www.ruukki.com). At the same time, you can also request to have your name added to the annual report mailing list.

Helsinki, 3 February 2010

**RAUTARUUKKI CORPORATION**

Board of Directors