

## **APPENDIX 1: AMENDED ARTICLES OF ASSOCIATION OF RAUTE CORPORATION**

### **ARTICLES OF ASSOCIATION OF RAUTE CORPORATION**

#### **§ 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.

#### **§ 2**

The Company's shares are in the book-entry securities system.

#### **§ 3**

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.

#### **§ 4**

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.

#### **§ 5**

The company has one auditor, which must be an audit firm as referred to in the Finnish Auditing Act.

#### **§ 6**

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 procurement holders may represent the Company two together or each alone together with a member of the Board of Directors.

#### **§ 7**

The Company's accounting period is a calendar year.

#### **§ 8**

The Annual General Meeting shall be held within six months of the expiration of the accounting period.

## § 9

The Annual General Meeting shall be called by a notice published on the Company's website and in a stock exchange release at the earliest three (3) months and at the latest three (3) weeks before the Annual General Meeting, however, in any case no later than nine (9) days before the record date for the Annual General Meeting.

A shareholder who wishes to take part in the Annual General Meeting and exercise his share-based voting rights shall notify the Company thereof in the manner indicated in the meeting notice and no later than on the day stipulated in the meeting notice. This day may not be more than ten (10) days before the meeting.

## § 10

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 auditor;
7. the number of members of the Board of Directors;
8. other matters mentioned in the summons to the General Meeting;

shall be elected

9. the Chairman, the Vice-Chairman and the members of the Board of Directors;
10. the auditor

## § 11

The Board of Directors may decide that a General Meeting be organised without a meeting venue so that the shareholders will exercise their power of decision during the meeting in full and in real time by the use of telecommunication connections and technical means (remote meeting).