

RUUKKI GROUP PLC

ANNUAL GENERAL MEETING ON MAY 7TH, 2009

PROPOSAL OF THE BOARD OF DIRECTORS TO THE ANNUAL GENERAL MEETING ON RESOLUTION ON CAPITAL REPAYMENT AND THE CHANGES TO BE MADE TO THE COMPANY'S OPTION RIGHTS

The Board of Directors proposes to the Annual General Meeting that the company would distribute assets from the invested non-restricted equity fund to the shareholders in such a way that assets shall be distributed 0.04 euro per share.

The company has disclosed on February 26th, 2009 that it has started a buyback program related to own shares. The return of equity shall not be paid for the company's own shares that the company has acquired. The total to be paid to the shareholders as a return of equity would be in total approximately 10.4 million euro based on the shares that are registered into the Trade Register at this moment.

The Board proposes that the share-specific return shall be paid to the shareholders who on the record date May 12th, 2009 are registered in the shareholders' register of the company held by Euroclear Finland Ltd (former Finnish Central Securities Depository Ltd). The date of payment shall be May 19th, 2009.

Relating to the capital repayment the Board of Directors proposes to the Annual General Meeting that also the subscription price of the shares which can be subscribed for and which belong to the option plan released by the company on 2005 (Option Plan I/2005) and to the option rights given to the CEO of the company on 2008 (Option Plan I/2008) shall be lowered with an amount corresponding to the distribution of assets, i.e. 0.04 euro per each option right.

The Board of Directors proposes that the Board of Directors would be granted a right to make resolutions concerning the details of distribution of assets.

Espoo on April 15th, 2009

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BOARD OF DIRECTORS