

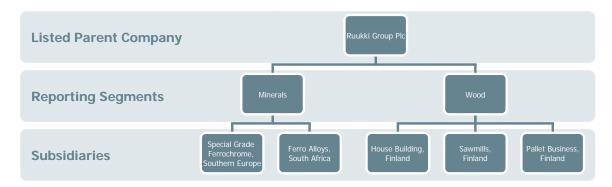
# **CORPORATE GOVERNANCE STATEMENT 2009**

This Corporate Governance Statement reflects the situation in 2009, but takes into account relevant developments thereafter until 26 February 2010 when the Company published its Financial Statements Review 2009.

Since Ruukki Group has over the past years undergone a number of significant structural changes, there are certain transition processes ongoing, which can affect the status and implementation of the Group's corporate governance related issues in the future.

## 1. REVIEW OF THE GROUP STRUCTURE

Ruukki Group Plc (also the 'Company') is the parent company of a Group whose subsidiaries operate in various countries and industries with emphasis on the profitable processing of natural resources, in particular certain minerals and coniferous wood. Currently, the Group has two separate reporting segments, both of which have their own management teams, aiming to utilise the synergies between the subsidiaries. The simplified Group structure is presented below:



During 2009, the Group continued implementing the strategy decided in 2008. The Group's Minerals segment expanded into South Africa and at the same time diversified the ferroalloys product range into charge chrome, silico manganese and nickel-chromium-iron alloy. The Wood business restructuring alternatives in relation to the wood processing assets were evaluated and Wood segment changed its focus to increase the relative importance of house building by disposing of some non-core sawmill assets not suitable to the Group strategy.

At the end of 2009, the Group announced that it is carrying out preparations to list Ruukki Group Plc shares on the London Stock Exchange's Main Market during the first half of 2010.

The address of the Company is: Keilasatama 5, FI-02150 Espoo, Finland.

## 2. APPLICABLE REGULATIONS

Ruukki Group Plc is a Finnish public limited company complying with the Finnish legislation as well as all the relevant foreign legislation in its operations. In addition to the Finnish Companies Act, Securities Markets Act and other regulations governing Finnish public limited companies, Ruukki Group complies with the Articles of Association, the Finnish Corporate Governance Code, the insider guidelines and harmonised disclosure rules issued by NASDAQ OMX Helsinki Stock Exchange.

The Board of the Securities Market Association in Finland approved the current Finnish Corporate Governance Code in October 2008. In addition, NASDAQ OMX Helsinki's Board has adopted the Corporate Governance Code as a part of the Exchange self-regulation. The Corporate Governance Code can be found on the Securities Market Association's website at: <a href="http://www.cgfinland.fi/index.php?lang=en">http://www.cgfinland.fi/index.php?lang=en</a>.

Currently, the Company departs from or only partially complies with the following Finnish Corporate Governance Code recommendations:

• the Company does not have a nomination or a remuneration committee (recommendations 11 and 28-33);

- the majority of the Board members are not independent of the Company, and only one of the independent members is independent of the significant shareholders of the Company (recommendation 14); and
- the Audit Committee has less than three members, and the independence criteria of the Audit Committee members are not fully met (recommendations 25 and 26).

Since the Group has foreign subsidiaries, the local laws and regulations are also taken into account, including but not limited to local accounting and tax legislation and exchange controls.

If the shares of the Company will be listed on the London Stock Exchange's Main Market, for which preparations are currently ongoing, it will affect the relevant rules and regulations applicable to the Company. Hence, as an example, the Company may in the future be obliged to follow the Combined Code on Corporate Governance and other listing rules of the London market.

## 3. GOVERNANCE BODIES AND THE GENERAL MEETING OF SHAREHOLDERS

### **Governance structure**



## **General meeting**

Ruukki Group Plc's highest decision-making body is the General Meeting. The Finnish Companies Act stipulates that the Annual General Meeting (AGM) must be held within six months after the end of the financial year, which in practice is equal to the calendar year. The AGM shall address the issues assigned to it in accordance with the Company's Articles of Association and with any other proposals submitted to the AGM. An Extraordinary General Meeting (EGM) is convened, if necessary, to deal with a specific proposal made to the meeting. An EGM must be held if shareholders with a minimum total holding of 10% of the Company's shares require, in writing, that a meeting be held to resolving a certain issue.

The most significant items on the AGM's agenda include:

- deciding on the number of members on the Board and their remuneration and electing the members;
- electing the auditor or auditors and deciding on their remuneration;
- deciding on the adoption of the financial statements;
- deciding on confirmation of the financial year profit, on dividend distribution or other distribution, such as capital redemption;
- amending the Articles of Association; and
- deciding on a share issue or authorising the Board to launch a share issue.

Ruukki Group Plc will publish a notice of a General Meeting in one of the national newspapers in Finland, determined by the Board of Directors, no earlier than two months and no later than twenty-one days prior to the meeting. In the last few years, the notice has been published in Helsingin Sanomat or Kauppalehti. The notice outlines the items to be dealt with in the General Meeting. The notice of a General Meeting and the proposals by the Board will also be published as a stock exchange release. The material to be presented at a General Meeting will be made available to the shareholders at the Company's headquarters in Espoo as well as on the Company website. Copies of the material are delivered to shareholders on request. The minutes of a General Meeting will be available for shareholders' inspection on the Company website within two weeks of the meeting. In addition, the Company publishes the decisions of the General Meeting in a stock exchange release without undue delay.

The General Meetings are organised in a manner that permits shareholders to exercise their ownership rights effectively. A shareholder wishing to exercise his/her ownership rights shall register for the General Meeting in a manner stated in the notice of the meeting. All the shareholders who have been registered in the Company's shareholder register (maintained by Euroclear Finland Oy) ten days prior to the meeting, have the right to attend a General Meeting should they have given a proper notice to attend the meeting. The temporary registration to the shareholder register of the holders of nominee-registered shares wishing to attend a meeting needs to be valid no later than ten days prior to the meeting. A shareholder may attend a General Meeting in person or appoint a proxy to represent him/her.

Decisions made by a General Meeting are usually based on a majority vote. However, decisions on several matters under the Companies Act, such as an alteration of the Articles of Association or a decision on a directed share issue, require a qualified majority represented by shares and the votes conferred by the shares at the Meeting.

The Company's CEO, all Board members and auditors aim to be present at the General Meetings. In addition, persons proposed for the first time as director shall be present at the General Meeting that decides on the election, unless there is a cogent reason for the absence.

#### 4. BOARD OF DIRECTORS

## Tasks and responsibilities

The Board of Directors is responsible for the Company's administration and the proper organisation of the business operations. The Board steers and monitors the management of the Company abiding with Finnish legislation and, in particular, the Companies Act. The tasks and responsibilities of the Board are specified in the Finnish Companies Act and in the Company's Articles of Association. The Board's general duty is to direct the Company's activities in a way that the operations generate profit and yield the maximum added value for the capital invested in the long-term. The Board's operations are based on a written charter and established courses of action.

To fulfil its tasks, the Board:

- decides on the business strategy of the Group;
- oversees the implementation of the strategy;
- decides on the capital structure of the Group;
- makes decisions on significant investments, divestments, credits and collaterals, guarantees and other commitments;
- handles and approves the interim reports, administration reports, financial statements and future forecasts;
- decides on the organizational structure of the Group;
- appoints the CEO of the parent company and determines the compensation of the CEO;
- nominates the members of the Board in the significant subsidiaries;
- makes proposals to the General Meeting of shareholders and summons the General Meeting;
- decides on the general directives of the Group; and
- takes care of the duties of nomination and remuneration committees, as the Group has so far not established those committees.

The essential contents of the Board's written charter are:

- the Board convenes on pre-confirmed dates with the objective to hold a meeting about once a month, and when any issues require, more often, e.g. via conference calls;
- the issues to be dealt with by the Board are presented by the Chairman, the CEO or some other person who has taken part in the preparation of the issues;
- the Board always aims to make unanimous decisions;
- minutes are taken of the meetings;
- the Board prepares a yearly plan for its operation;
- if possible, all the Board members and persons proposed for the Board participate in the Annual General Meeting;
- the Board acts carefully in the interest of the Company and all of its shareholders.

The Board monitors that all the communications and other requirements stipulated by the rules of the relevant stock exchanges and financial supervision authorities are fulfilled. Furthermore, the Board regularly conducts self-

assessment. The Company has specified targets for the development of its administrative functions and processes, and continues to implement the already initiated development processes.

The Board decides on acquisitions and disposals of subsidiaries and associates. For this reason, a Board member cannot generally be a direct or an indirect owner of a subsidiary or an associated company of Ruukki Group.

## **Board committees**

The Board established an Audit Committee in May 2007 and has confirmed the duties of the Committee in a written charter. The principal aim of the Audit Committee is to give the Board critical and independent advice on the Group's financial reporting and audit process, and to keep under review the Group's compliance with the relevant rules and regulations with specific reference to internal controls and risk management systems.

The key responsibilities of the Audit Committee relate to:

- internal control and risk management
- financial reporting
- external auditing
- internal auditing

The Board has not established any other committee, such as nomination or remuneration committee.

#### **Board members**

According to the Articles of Association, the Board comprises of three to nine members. The Annual General Meeting elects the Board members for a term that ends at the end of the AGM following their appointment. The Board elects a chairperson from among its members who calls the meetings. The composition of the Board must meet the requirements set by the Company's size, market position, and line of business.

## Biographical details of the Board members

## Jelena Manojlovic

Chairperson of the Board, Chairperson of the Audit Committee Ph.D. (Medicine), Clin. D. (Psychology), MA (Psychotherapy), born 1950

Jelena Manojlovic is currently HR Director at Kermas Limited and a university lecturer. She has 35 years' experience from different positions working with people, teams and organisations, e.g. in UK hospitals and universities. She has been the Chairperson since 16 June 2009 and prior to that a member of the Board from 11 July 2008. Manojlovic is independent of the Company, but via his husband's controlled entities she is dependent on a major shareholder of the Company.

## **Thomas Hover**

Member of the Audit Committee until October, 2009 M.Sc. (Econ.), born 1974

Thomas Hoyer has been the CEO of Ruukki Yhtiöt Oy as of 1 October 2009. He is also the Chairperson of the Board of Helsinki Capital Partners Oy. He was the CFO at Aldata Solution Oyj during 2003-2009 and before that he worked in different investment banks, e.g. Invision Asset Management AG and Bank am Bellevue AG. He has been a member of the Board since 7 October 2008. He has been the CEO of the Group's wood processing segment from 1 October 2009, and he also serves at the Board of Group's wood processing companies, based on which he is not independent of the Company. However, he is independent of the Company's main shareholders.

## Markku Kankaala

Member of the Audit Committee B.Sc. (Eng.), born 1963

Markku Kankaala worked as a branch director in Ruukki Group Plc until 31 August 2006. Previously, he worked for ten years as an entrepreneur in the wood products industry and before that in different positions in Ahlström and Rautaruukki. He was also the CEO of Ruukki Group Plc in 2003–2004. He has been a member of the Board since 30 June 2003. Kankaala also acts as a Board member of some of Group's wood processing subsidiaries. From 1 January 2010, Kankaala is considered independent of the Company and of its major shareholders.

#### **Terence McConnachie**

High school degree, born 1955

Terry McConnachie is currently CEO at Sylvania Resources Limited, Welprop Mining Services and SA Chrome and Alloys Limited as well as a major shareholder and CEO in Alumicor Ltd. He has 25 years' experience in the mining industry and is the founder of South African Chrome & Alloys Ltd, which is listed on the Johannesburg stock exchange. He has been a member of the Board since 7 October 2008. he is independent of the Company and of its major shareholders.

#### Alwyn Smit

B.Comm.Hon., LLB, born 1961

Alwyn Smit is the Chief Executive Officer of Ruukki Group Plc. He has some twenty years' international experience in banking and finance. He is also founder and ex-CEO of Decillion Limited, an investment bank boutique listed on Johannesburg stock exchange. He has been a member of the Board since 31 March 2008 and was Chairperson from 11 July 2008 to 16 June 2009. He is not independent of the Company and not independent of the major shareholders either

#### 5. CHIEF EXECUTIVE OFFICER AND MANAGEMENT EXECUTIVE COMMITTEE

The Board appoints the Chief Executive Officer (CEO), who is responsible for the day-to-day management of the Company in accordance with the instructions issued by the Board. It is the responsibility of the Group CEO to lead and steer the Group and act as the spokesperson for the Group both internally and externally. The CEO manages, develops, guides and supervises the group activities. In these duties, the CEO is assisted by the Group Executive Committee and the Group headquarter's personnel. The CEO reports to the Board of Directors and is responsible for preparing presentations and documentation for the Board. The focus of the CEO role lies in major strategic efforts, where his/her involvement and commitment is essential, whether concerning acquisitions, capitalisation, listing or other special projects.

The role of the CEO includes the following general duties:

- providing leadership to the Group, determining its priorities and the ways to operate;
- preparing and developing the Group strategy for the Board's approval;
- implementing the Group strategy and monitoring the development of results, including:
  - planning and managing the organization structure, capital structure, investments, mergers and acquisitions, demergers, credits, guarantees and other substantial commitments for the Board's approval
  - · organising the Group finance, bookkeeping and internal control matters
  - · coordinating communications to the outside media
- planning nominations of the subsidiaries` Board members in the significant subsidiaries for the Group Board's approval.

With respect to the Company's operational management, the CEO is assisted by the Management Executive Committee, an advisory body set up by the Board of Directors. The Management Executive Committee has neither authority, based on laws or the Articles of Association, nor any independent decision-making rights. Decisions on matters discussed by the Executive Committee shall be taken by the CEO or an Executive Committee member responsible for the matter in question, unless the decision on the matter belongs to the Company's or any subsidiary's Board of Directors.

Historically, the Group has been founded on the principle of decentralised management, with operative decisions localised at the individual subsidiary or business level. However, the Group has recently moved towards a more centralised management structure.

In line with the Group's overall strategy, the Group has created two separate senior management operations: one for its minerals processing business and the other for wood processing businesses.

## 6. REMUNERATION PRINCIPLES

The Annual General Meeting resolves the compensation of the Board.

The remuneration of the CEO is decided by the Board. The time needed to carry out the duties, the state of the Company and general practices are taken into account in remuneration. The conditions of the CEO's employment are determined in a written contract, which is approved by the Board.

The remuneration of the other senior management is confirmed by the Board.

The Company has the following incentive schemes:

- Option scheme I/2008, which entitles the CEO, Alwyn Smit, to subscribe for a maximum of 2,900,000 new shares in the Company with a fixed exercise price of EUR 2.30 per share with dividend and capital redemption adjustment factor (hence, the current effective exercise price, before 2010 AGM, is EUR 2.26 per share).
- Option scheme I/2005, which entitles the option holders to subscribe for a maximum of 2,700,000 new shares in the Company. The exercise prices of the option scheme vary between EUR 0.50 EUR 1.00 per share, with dividend and capital redemption adjustment factors (hence, the current effective exercise price, before 2010 AGM, is between EUR 0.36 EUR 0.86 per share).

The option schemes are described in more detail on the company website at <a href="http://www.ruukkigroup.fi/In English/Investors/Share/Other share information/Compensation.iw3">http://www.ruukkigroup.fi/In English/Investors/Share/Other share information/Compensation.iw3</a>.

## 7. INTERNAL AND EXTERNAL CONTROL

The Board of Directors is responsible for organising and maintaining adequate and effective internal control performed by the senior and executive management as well as all other personnel within the Group, and as assisted by third-party experts when relevant. Internal control refers to aspects involved in management and activities aimed at:

- achieving set targets;
- using resources in an efficient and economical way, and safeguarding assets;
- managing risks sufficiently;
- getting reliable and accurate financial and operational information without undue delays;
- complying with external and internal laws and regulations; and
- securing systems and key operations, as well as ensuring business continuity.

The system of internal control provides reasonable rather than absolute assurance that the Group's business objectives will be achieved within the risk tolerance levels defined by the Board.

The Board of Directors decides on the Group's management system and the corporate and organisational structure required by each business unit with a view to providing solid foundations for effective internal control. Internal control and risk management related to financial reporting at the Group level are performed in a coordinated way by a function independent of the business areas. Each subsidiary's executive management is responsible for the implementation of internal control and risk management to the agreed Group principles and guidelines.

Major commitments or transactions are subject to Group-level decision-making procedures and incorporate limits of authority in exercising implementation power. The segregation of duties is targeted in all areas considered significant, and any conflicts of interest are avoided where possible. In order to ensure that all shareholders' rights are taken into account, subsidiaries must report any related party transaction in excess of EUR 10,000 to the Company's Board; further, any related party transaction exceeding EUR 100,000 has to be accepted by the Board of Ruukki Group Plc.

The Board of Directors of the Company decides on the goals and organisation of risk management. The purpose of risk management is to identify the threats and opportunities affecting strategy implementation and to help achieve the targets set in the strategy by ensuring that risks are proportional to the risk-bearing capacity.

The business segments, and the Group's subsidiaries within the segments, are primarily responsible for their risk-taking, financial performance and compliance with the principles of internal control and risk management policies.

The business units have the right to take risk management decisions within the approved decision-making authorisations.

TBasically market price risks and foreign exchange rate risks are not hedged via derivative contracts, but to the extent possible cash flows shall be matched, in terms of currency-denominated inflows and outflows, to mitigate the effect of changes in the underlying prices and exchange rates. To major extent, hazard risks typically related to tangible assets and/or business discontinuation risks are covered by insurance policies.

#### Internal audit

The internal audit function assists the Board of Directors and other management in improving, supervising and assuring operations by carrying out audits independently and objectively. It shall evaluate and improve the effectiveness of risk management, control, and governance processes by assessing, for example, the performance level efficiency, the sufficiency of internal control and supervision, as well as compliance with laws, official regulations and internal instructions. The Board of Directors has confirmed guidelines for the organisation and operating principles governing internal audits.

From 2007 until the first half of 2009, the internal audit function was outsourced. However, at the end of 2009, the Company's Board decided to set up an internal audit function by recruiting internal resources, a process that is currently ongoing. The internal audit function reports to the Audit Committee and also informs the operational management of its findings.

Internal audit shall prepare a report on each audit and deliver it to the Audit Committee and the CEO. These reports may contain recommendations aimed at improvements. In addition, internal audit shall monitor the implementation of recommended improvements.

#### External audit

According to the Articles of Association, the Company shall have one ordinary auditor and one deputy auditor. Should an audit firm authorised by the Central Chamber of Commerce be elected as the ordinary auditor, no deputy auditor needs to be elected. The term of office of the auditor ends at the end of the first Annual General Meeting following the election.

The auditors are tasked with auditing the accounting, financial statements and corporate governance of the Company and the consolidated Group in order to obtain assurance that the Company and its administrative bodies operate in compliance with applicable laws; and that the financial statements have been prepared in accordance with the rules and regulations in force, giving a true and fair view of the Company's and the consolidated Group's results of operations and financial position to its shareholders and other interested parties. The auditors shall present the Auditors' Report to the Annual General Meeting, expressing their opinion of the content of the financial statements and profit distribution. Based on their observations, they shall also draw up an audit memoranda delivered to the Board of Directors and the Group management. Whenever necessary, the auditors shall also issue oral reports to the aforementioned persons and bodies.

The Board of Directors prepares, if and when needed, a tender offer for the statutory external audit, forming also the basis for the proposal by the Board to the shareholders' meeting.

## 8. INSIDER ADMINISTRATION

The Company complies with the Guidelines for Insiders issued by the NASDAQ OMX Helsinki Stock Exchange.

## Public insider register

The Company's permanent public insiders comprise the Board members, the CEO, the Deputy CEO/CFO as well as the auditors. All permanent public insiders and the statutory information about them, their related parties and the entities controlled by them or in which they exercise influence, have been entered into the Company's public insider register which is published on the Company website. Ruukki Group imposes a restriction on trading for insiders, which forbids trading with the Company's shares for fourteen days before the publication of financial reports. Compliance with the insider regulations is monitored by taking samples at certain intervals of trading by insiders in the Company's shares.

## Company-specific insider register

In addition to the public insider register, Ruukki Group Plc holds a company-specific insider register of persons who regularly receive information that can have material impact on the value of the Company's security. These persons include all Ruukki Group Plc employees (excluding those belonging to the public insider register), the boards and managing directors of the Group's significant subsidiaries, as well as all other Group employees or third-party service providers who regularly obtain insider information.

## Project-specific insider register

When necessary, the Company sets up a separate project-specific insider register. Project-specific insiders are those who, in connection with the insider project, obtain information about the Company that might have material impact on the value of the Company's shares if it were published. The establishment of a project is decided by the Board or the CEO.

## 9. CORPORATE GOVERNANCE RELATED KEY EVENTS IN 2009

## **General Meetings**

An Extraordinary General Meeting was held on 24 February 2009 in Espoo and the Annual General Meeting was held on 7 May 2009 in Espoo. General meeting resolutions can be found at: <a href="http://www.ruukkigroup.fi/In English/Investors/General meetings.iw3">http://www.ruukkigroup.fi/In English/Investors/General meetings.iw3</a>.

#### **Board of Directors**

The Annual General Meeting elected five members, one female and four male, to the Board: Thomas Hoyer, Markku Kankaala, Jelena Manojlovic, Terence McConnachie and Alwyn Smit. Esa Hukkanen was a Board member until 7 May 2009.

During 2009, the Board met 21 times (2008: 32 times). The average attendance rate of the members was 97% (86%).

### **Audit committee**

The audit committee currently has two members: Jelena Manojlovic (Chair) and Markku Kankaala. Thomas Hoyer resigned from the committee in October 2009 after taking up the position of the CEO of the Group's Wood Processing business.

The committee met four times during 2009 (2008: three times).

## Chief executive officer

The main terms of the CEO agreement signed with Alwyn Smit on 11 September 2008 are the following:

- fixed monthly gross salary of EUR 30,000; any fees paid based on Board membership are deducted from the gross salary, so the total fixed monthly remuneration in EUR 30,000 from both the CEO position and Board member position
- bonus salary is based on targets set by the Board in advance and annually capped at 24 months' gross salary
- bonus salary for the financial year 2009 performance has been tied to four indicators as defined by the Board in the summer 2009 (the relative importance of each indicator presented in brackets): 1) realised EBITDA of the current businesses (60%); 2) Ruukki Group Plc's share price performance (25%); 3) completion of unfinished acquisition processes (10%); 4) other factors (5%)
- based on the EGM resolution in October 2008, Smit has altogether 2,900,000 option rights from the I/2008 option scheme; if the CEO resigns on his initiative, the Company has the unilateral right to cancel the options

- Smit does not have any extra pensions and pension age benefits, Smit's pension coverage is set equal to the Finnish TyeL system
- the Company is obliged to arrange Smit life, travel and occupational health insurances
- annual vacation totals 5 weeks
- non-competition is valid six months after the CEO agreement has been terminated
- in case the employer terminates the agreement, six months notice period is given and the notice period pay is applied; if the CEO terminates the agreement the notice period is three months.

## Management executive committee

With effect from 4 November 2009, Dr Danko Koncar was appointed as Chief Executive Officer, Minerals business; Dr Alistair Ruiters was appointed as Chief Executive Officer, Ruukki South Africa (Pty) Ltd. With effect from 1 October 2009, Thomas Hoyer was appointed to the new role of Chief Executive Officer of Ruukki Yhtiöt Oy, the subsidiary which the Group intends will become the parent company for the house building and wood processing businesses. In conjunction with this appointment, an operative management team has also been appointed to the wood processing businesses.

On 24 November 2009, the Group Management Executive Committee held its first meeting with five members:

Mr. Alwyn Smit Chief Executive Officer, Group

Dr. Danko Koncar Chief Executive Officer, Minerals Processing Businesses

Dr. Alistair Ruiters Chief Executive Officer, Ruukki South Africa

Mr. Thomas Hoyer Chief Executive Officer, Wood Processing Businesses

Mr. Jukka Havia Deputy Chief Executive Officer, Group

Ilona Halla replaced Jukka Havia as the Executive Committee member from January 2009 since Havia resigns from the Company.

## Shareholdings of the public insiders on 31 December 2009

Insider	Shares	Options
Englund Tomi	0	0
Havia Jukka	0	250 000
Hoyer Thomas	52 083	0
Kankaala Markku	8 550 228	0
Manojlovic Jelena	70 766 500	73 170 731
McConnachie Terence	0	0
Smit Alwyn	2 800 000	2 900 000

## Remuneration of the Board members and the CEO

The Annual General Meeting on 7 May 2009 resolved the compensation of the Board as follows: Chairman EUR 7,500 and each member EUR 5,000 per month. During the financial year 2009, the Board members received a total of EUR 350,000 as board membership fees (2008: EUR 323,000). In addition, the Board members received fees on other basis a total of EUR 0 (2008: EUR 18,000).

In 2009, the total fixed gross remuneration to the CEO was EUR 360,000, including his board fees, (2008: EUR 336,000) and bonuses EUR 172,500 (EUR 30,000). The IFRS 2 based options expenses in relation to the CEO's option rights totalled EUR 637,000 in 2009 (EUR 319,000).

## 10. ADDITIONAL CORPORATE INFORMATION

Additional information can be found at: www.ruukkigroup.fi.