

INVITATION TO THE ANNUAL GENERAL MEETING

The shareholders of Ruukki Group Plc are invited to attend the Annual General Meeting to be held on Wednesday 21 April 2010, starting at 10:00 a.m. in Espoo at the address: Keillasatama 5, Espoo, Finland.

The reception of those who have signed up for the meeting begins at 9:30 a.m. in the meeting facilities.

A. MATTERS ON THE AGENDA OF THE ANNUAL GENERAL MEETING:

- 1. Opening of the meeting**
- 2. Election of the chairman and election of the secretary**
- 3. Approval of the agenda**
- 4. Election of the scrutinizer of the minutes and the person to supervise the counting of votes**
- 5. Recording legality and quorum of the meeting**
- 6. Adoption of the list of votes**
- 7. Review by the CEO**
- 8. Presentation of the financial statements for the year 2009 and the report of the Board of Directors**
- 9. Presentation of the auditor's report**
- 10. Adoption of the financial statements and the group financial statements**
- 11. Resolution on the use of the profit and the dividend**

The Board of Directors proposes to the Annual General Meeting that the company shall not pay dividend from the financial period that ended on December 31st, 2009.

- 12. Resolution on the discharge of the members of the Board of Directors and the CEO from liability**
- 13. Resolution on the remuneration of the members of the Board of Directors and of the Auditor**

Shareholders that hold together over 50% of the shares and the votes of the company have announced that they will propose in the Annual General Meeting that the Chairman would be paid EUR 7,500 per month, the new Board Members EUR 6,500 per month and the continuing Board Members EUR 5,000 per month.

In addition, according to the proposal, those members of the Board that are members of the Audit Committee shall be paid for their work at the Audit Committee as follows: the chairman of the Audit Committee EUR 1,000 per Audit Committee's meeting and the other members EUR 500 per Audit Committee's meeting. For any other committees, the

chairman shall be paid EUR 600 per committee meeting and the other members shall be paid EUR 300 per committee meeting.

Further, based on a request by the shareholders that hold together over 50% of the shares and votes of the company, the Board of Directors proposes to the Annual General Meeting that in addition to the monetary remuneration, free shares will be issued to the Members of the Board as a part of their remuneration package, in accordance with the proposal set out in item 19 of the Agenda.

The Board of Directors proposes to the Annual General Meeting that the company will pay the fee to the auditor against an invoice.

14. Resolution on the number of the members of the Board of Directors

Shareholders that hold together over 50% of the shares and the votes of the company have announced that they will propose in the Annual General Meeting that there will be six (6) members in the Board of Directors.

15. Election of the members of the Board of Directors

Shareholders that hold together over 50% of the shares and the votes of the company have announced that they will propose in the Annual General Meeting that Jelena Manojlovic, Markku Kankaala and Terry McConachie of the present members of the Board of Directors will be re-elected and that Philip Baum, Paul Everard and Chris Pointon will be elected as new members of the Board of Directors for the next mandate that begins from the Annual General Meeting on 2010 and ends in the end of the Annual General Meeting on 2011.

16. Election of the Auditor

The Board of Directors proposes to the Annual General Meeting according to the recommendation by the company's Audit Committee that Authorised Public Accountant Firm Ernst & Young Oy would be re-elected as the auditor of the company. Ernst & Young Oy has proposed that the auditor with the main responsibility would be APA Tomi Englund.

17. Resolution on the amendment of the Articles of Association

The Board of Directors proposes to the Annual General Meeting to, based on the amendment of the Finnish Companies Act, which entered into force on 31 December 2009, amend the provision concerning the notice period of the Annual General Meeting (Article 8) as follows:

"8 § Notice to a General Meeting

A notice to a General Meeting shall be delivered no earlier than two (2) months and no later than twenty-one (21) days before the General Meeting but at least nine (9) days before the record date of the General Meeting with letters mailed to the addresses recorded in the shareholders' register, in another verifiable manner or by publishing the notice to the Meeting at least in one national newspaper determined by the Board of Directors. In addition to the Company's domicile, the General Meeting can also be held in Helsinki, Oulu, Oulunsalo or Vantaa."

18. Resolution on capital repayment

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

The Board of Directors proposes that the capital repayment shall be paid to the shareholders who on the record date 26 April 2010 are registered in the shareholders' register of the company held by Euroclear Finland Ltd. The date of payment shall be 3 May 2010.

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.

19. Resolution on directed free issue of shares

The Board of Directors proposes to the Annual General Meeting, based on a request by shareholders that hold together over 50% of the shares and the votes of the company, that the meeting would decide to issue a maximum of 800,000 shares from the Company's treasury shares, by a directed free issue to the members of the Board of Directors as follows.

The new Board Members and the Chairman of the Board shall receive 150,000 shares each and the other Board Members shall receive 100,000 shares each (the "Initial Shares").

The members of the board who have the right to receive Initial Shares shall also receive additional 50,000 shares each if they continue to serve at the Board of Directors after the second ordinary general meeting following the approval of this issue, and another 50,000 shares each if they continue to serve at the Board of Directors after the third ordinary general meeting following the approval of this issue ("Additional Shares").

In accordance with the proposal for election of the members of the Board of Directors, made by shareholders that hold together over 50% of the shares and votes of the company, the new Board Members would consist of Philip Baum, Paul Everard and Chris Pointon and the continuing Board Members would be Jelena Manojlovic, Markku Kankaala and Terry McConachie.

The shares will be issued free of charge and derogating from the pre-emptive subscription right of the shareholders for an especially weighty financial reason, as the shares will form an essential part of the remuneration package for the work at the Board of Directors.

The members of the board who have the right to receive shares in this issue may exercise their right only by entering a separate lock-up agreement that prevents the sale of the shares for three years from their subscription. The lock-up will concern both Initial Shares and Additional Shares. In addition, the agreement will entitle the Company to redeem the Initial Shares free of charge, in part or in full, should the director's term in the Board of Directors end before the third ordinary general meeting following the approval of this issue. The redemption will concern all of the issued shares (3/3) if the director's term at the Board of Directors ends before the first, two-thirds (2/3) if before

the second, and one-third (1/3) if before the third ordinary general meeting following the approval of this issue.

The Initial Shares will be subscribed immediately and the Additional Shares can be subscribed after the condition for subscription has been met, however not later than five years from this share issue decision.

20. Authorizing the Board of Directors to decide upon share issue and upon issuing other special rights that entitle to shares

The Board of Directors proposes to the Annual General Meeting that the Board of Directors would be authorized to decide on the share issue and on the issuing of stock options and other special rights that entitle to shares.

By virtue of the authorization shares could be emitted in one or more tranches in total a maximum of 100,000,000 new shares or shares owned by the company. This equates approximately 40.33% of the company's currently registered shares. The Board of Directors would by virtue of the authorization be entitled to decide on the share issues and on the issuing of stock options and other special rights that entitle to shares.

The Board of Directors may use the authorization among other things in financing and enabling corporate and business acquisitions or other arrangements and investments of business activity or in the incentive and commitment programs of the personnel. The Board of Directors proposes that by virtue of the authorization the Board of Directors can decide both on share issue against payment and on share issue without payment. The payment of the subscription price could also be made with other consideration than money. The authorization would contain right to decide on derogating from shareholders' pre-emptive right to share subscription provided that there is a weighty financial reason for that as defined in Companies' Act, or, in case of a share issue without payment, there is an especially weighty reason for the same both for the company and in regard to the interests of all shareholders in the company as defined in Companies' Act.

The Board of Directors proposes that the authorization replaces all previous authorizations and that it is valid two (2) years as from the decision of the General Meeting.

21. Authorizing the Board of Directors to decide on the acquiring of own shares

The Board of Directors proposes to the Annual General Meeting that the Board of Directors would be authorized to decide on the acquiring of company's own shares.

By virtue of the authorization concerning the acquiring of own shares a maximum of 10,000,000 own shares could be acquired with the funds from the company's unrestricted shareholders' equity, however, in such a way that the total number of own shares, which the Company and its subsidiaries have in their possession or as a pledge, does not exceed one tenth of all shares in accordance with Section 11 of Chapter 15 of the Finnish Companies Act. The authorization covers acquisition of shares in public trade in NASDAQ OMX Helsinki Oy and also outside of the public trade. The compensation paid for acquired shares shall be based on the market value.

Derivative contracts, share loan agreements or other agreements may be made within laws and regulations if they are customary to capital market. The authorization entitles the board of directors to make a resolution on acquisition otherwise than in the relation of the shares owned by the shareholders (directed acquisition) according the preconditions set forth in the Companies Act.

The Board of Directors proposes that the authorization concerning the acquisition of own shares would among other things be used in developing the company's capital structure, in financing and executing corporate acquisitions and other arrangements, in executing the company's share-based incentive systems or otherwise in being transferred or cancelled. The acquisition of shares reduces the company's distributable non-restricted shareholders' equity.

The Board of Directors proposes that the authorization is valid 18 months as from the decision of the General Meeting.

22. Closing of the Meeting

B. DOCUMENTS OF THE GENERAL MEETING

Financial statements, proposals of the Board of Directors presented to the Annual General Meeting as well as all other documents to be kept on view in accordance with the Finnish Companies Act are available for the shareholders' inspection at latest for three weeks preceding the Annual General Meeting at the company headquarters at the address: Keilasatama 5, FI-02150 Espoo. In addition the documents will be available for at least 21 days preceding the Annual General Meeting on the company's website at the address www.ruukkigroup.fi. Copies of these documents will on request be sent to the shareholders.

The minutes of the Meeting will be available on the above mentioned website at the latest from 5 May 2010.

C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE ANNUAL GENERAL MEETING

1. Right to attend

A shareholder who no later than on Friday 9 April 2010 is registered as the Company's shareholder in a shareholder register held by Euroclear Finland Ltd has the right to participate in the Annual General Meeting. A shareholder whose shares are registered on his/her personal Finnish book-entry account is registered in the Company's shareholder register.

2. Notice to attend

A shareholder wishing to attend the meeting shall give notice to attend the meeting to the Company no later than by 4:00 p.m. on Friday 16 April 2010, either:

- by letter to Ruukki Group Plc, Keilasatama 5, 02150 Espoo;
- by e-mail to ilmo@ruukkigroup.fi; or
- by fax to a number +358 10 440 7001.

The notice shall be at the company before the deadline of the notice to attend. A shareholder is requested in addition to name to inform also his/her identity number or business ID, address, phone number and a name of possible representative. The personal data of shareholders shall be used only for purposes related to the general meeting and necessary registration related to that.

Shareholders attending the general meeting have a right to request information concerning matters which are dealt with by the meeting as stated in Finnish Companies Act, chapter 5, section 25.

3. Using representative and proxies

A shareholder has a right to attend the meeting and use his rights via representative. A representative must present a dated proxy or he must otherwise in a reliable way prove that he has a right to represent a shareholder. If a shareholder participates in the Annual General Meeting by means of several proxy representatives representing the shareholder with shares on different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration.

Possible proxies are asked to be delivered in original form together with the notice to attend to address Ruukki Group Plc, Keilasatama 5, FI-02150 Espoo before the end of notice period 16 April 2010 at 4:00 p.m.

4. Holders of nominee registered shares

A holder of nominee registered shares is advised to request in good time in advance necessary instructions regarding the registration in the Company's shareholder register, issuing of proxy documents and registration for the Annual General Meeting from his/her custodian bank. The account management organization of the custodian bank will register a holder of nominee registered shares, who wants to participate in the Annual General Meeting, to be entered into the Company's temporary shareholder register no later than by 16 April 2010 at 10 a.m.

5. Other instructions and information

Ruukki Group Plc has at the date of invitation, i.e. 31 March 2010, in total 247,982,000 shares and votes, and the company holds in total 8,740,895 own shares.

The annual report of Ruukki Group Plc has been published in Finnish and in English. Shareholders may order the annual report by phone from number +358 10 440 7000 on weekdays between 8:00 a.m. and 4:00 p.m. The annual report can also be found from the company website from address www.ruukkigroup.fi.

IN ESPOO, ON 31 MARCH 2010

RUUKKI GROUP PLC

BOARD OF DIRECTORS

This document is based on a translation into English of a document written in Finnish. In case of any discrepancies, inconsistencies or inaccuracies, the Finnish version shall prevail.