THIS LETTER IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT CONTAINS INFORMATION RELATING TO RUUKKI GROUP PLC ("RUUKKI" OR THE "COMPANY") AND THE NOTICE OF EXTRAORDINARY GENERAL MEETING DISPATCHED TO SHAREHOLDERS ON 14 JUNE 2013 WHICH CONTAINS PROPOSALS ON WHICH YOU ARE BEING ASKED TO VOTE.

When considering what action you should take, you are recommended to seek your own personal advice from your stockbroker, bank manager, solicitor, accountant or from an independent financial adviser regulated under the laws of your own country. If you have sold or otherwise transferred all of your shares in the Company please send this letter, at once, to the purchaser or transferee of those shares or to the stockbroker, banker or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

This letter should be read in conjunction with the Notice of Extraordinary General Meeting dispatched to shareholders on 14 June 2013. Your attention is drawn to the recommendation contained in this letter which recommends that you vote in favour of the proposed resolutions at the extraordinary general meeting of the Company ("EGM") to be held on 5 July 2013.

# **RUUKKI GROUP PLC**

(Incorporated as a public limited company governed by the laws of Finland with business identity code 0618181-8 and trade register number 360.572)

# Letter from the Chairman

Dr. Jelena Manojlovic (Chairman)
Bernice Smart (Deputy Chairman, Senior Independent Non-executive Director)
Dr. Danko Koncar (Chief Executive Officer, Executive Director)
Michael Lillja (Executive Director)
Dr Alfredo Parodi (Independent Non-executive Director)
Markku Kankaala (Independent Non-executive Director)

Registered Office Kasarmikatu 36 FI-00130 Helsinki Finland

28 June 2013

Dear Shareholder

# RECOMMENDED PROPOSALS FOR THE CHANGE OF COMPANY NAME AND INCREASE IN DIRECTOR REMUNERATION

#### INTRODUCTION

The Board of directors of the Company wishes to seek shareholder approval, in accordance with the requirement set out in the Finnish Companies Act, to change the name of the Company to Afarak Group Plc. An EGM is being convened on 5 July 2013 at which a registered holder of shares in Ruukki ("Shareholder") on no later than 25 June 2013 will be asked to consider and, if thought fit, approve the change of the Company's name to Afarak Group Plc. In addition it is proposed at the EGM that the non-executive Board Members who serve on the Board's Committees shall be paid an additional EUR 1,500 per month for their committee work. Directors' monthly remuneration fee of EUR 3,000 will remain unchanged (together the "Proposals" or "Resolutions").

The purpose of this letter is to provide Shareholders with details of, and background to, the Notice of EGM which was dispatched to shareholders on 14 June 2013 to seek Shareholder approval for the Proposals. The EGM will be held at 10:00 a.m. (Finnish time) in Helsinki at Hotel Haven at the address: Unioninkatu 17, 00130, Helsinki, Finland.

The Board believes that the Proposals are in the best interests of the Company and its Shareholders as a whole and recommends that you vote in favour of the Resolutions at the EGM.

# **RATIONALE**

On 30 April 2013 the Company entered into a settlement agreement with Rautaruukki Oyj ("Rautaruukki") in relation to the dispute regarding the Company's and Rautaruukki's right to use and register trademarks and company names containing the word 'ruukki' or derivatives or figurative representations in their respective business activities. Consequently, the Company, subject to Shareholder approval, will change its name.

According to the settlement agreement, the Company and its subsidiaries are required to change their names to ones that do not contain the word "ruukki" within six months from the date the settlement agreement was signed, being 30 April 2013 (the "Transition Period"). Rautaruukki will compensate the Company in relation to the name change and both the Company and Rautaruukki will bear all of their own legal and other costs incurred in connection with the dispute. After the Transition Period, Rautaruukki and the Company will withdraw all claims and other actions that they have filed anywhere in the world against each other and the Company will assign Rautaruukki all rights and trademarks in relation to the 'ruukki' name.

The change of Company name will not affect any of the rights of the Shareholders. Should the Company receive approval from its Shareholders to change its name, an announcement with regards to when the new name will take effect will be made in due course.

In addition it is proposed that the non-executive Board Members who serve on the Board's Committees, being Ms Bernice Smart, Dr Alfredo Parodi and Mr Markku Kankaala, shall be paid an additional EUR 1,500 per month for their committee work. Directors' monthly remuneration fee of EUR 3,000 will remain unchanged. This increase in remuneration enables the Company to retain the services of its Directors and reward them for their services provided to the respective committees.

# **ACTION TO BE TAKEN**

All persons registered on the shareholder register held by Euroclear Finland Ltd at 25 June 2013 have the right to participate in the EGM. A shareholder whose shares are registered on his/her personal Finnish book-entry account is registered in the Company's shareholder register.

A Shareholder wishing to attend the meeting shall give notice to attend the meeting to the Company by no later than 4:00 p.m. Helsinki time on 2 July 2013, either:

- by letter to Ruukki Group Plc, Kasarmikatu 36, 00130 Helsinki;
- by e-mail to ilmo@ruukkigroup.com; or
- by fax to +358 10 440 7001.

The notice must be received by the Company prior to the deadline of the notice to attend. In addition a shareholder is requested to declare his/her identity number or business ID, address, phone number and a name of a possible representative. The personal data of shareholders shall be used only for purposes related to the general meeting and necessary registration related to that.

A Shareholder has a right to attend the meeting and use his rights via a representative. A representative must present a dated proxy or she/he must otherwise in a reliable way prove that she/he has a right to represent a Shareholder. The Company does not have a proxy template available for shareholders. If a Shareholder participates in the EGM 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.

Proxies are asked to be delivered in original form together with the notice to attend to Ruukki Group Plc, Kasarmikatu 36, 00130 Helsinki before the end of notice period, being 2 July 2013 at 4:00 p.m. Helsinki time.

A holder of nominee registered shares is advised to request in advance necessary instructions regarding the registration in the Company's shareholder register, issuing of proxy documents and registration for the EGM 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 EGM, to be entered into the Company's temporary shareholder register no later than by 2 July 2013 at 10.00 a.m. Helsinki time.

# **RECOMMENDATION**

Your Board is of the opinion that the Proposals are in the best interests of the Company and its Shareholders as a whole and unanimously recommends that Shareholders vote in favour of the Resolutions to be proposed at the EGM. The Directors who hold shares intend to vote in favour of the Resolution in respect of their entire shareholdings totalling 7,235,788 shares, representing 2.9 per cent. of the Company's issued share capital.

Yours faithfully

Dr. Jelena Manojlovic Chairman