

*This stock exchange release may not be published or distributed, in whole or in part, directly or indirectly, in the United States of America, Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or any other country where such publication or distribution would violate applicable laws or rules or would require additional documents to be completed or registered or require any measure to be undertaken, in addition to the requirements under Finnish and Swedish law. For further information, please see "Important notice" in this stock exchange release.*

**STOCK EXCHANGE RELEASE****January 22, 2014****SSAB and Rautaruukki to combine through SSAB making a recommended share exchange offer to Rautaruukki's shareholders**

The Boards of Directors of SSAB AB (publ) ("SSAB") and Rautaruukki Oyj ("Rautaruukki" or "Ruukki") today announce a plan to combine the two companies through SSAB making a recommended public share exchange offer to Rautaruukki's shareholders with a premium of 20% based on the last three-month volume-weighted average share prices of both SSAB and Rautaruukki. AB Industrivärden ("Industrivärden") intends to continue to act as the lead active shareholder in supporting the company's future development. The combined company will be a Nordic and U.S.-based steel company with a global reach and cost-efficient and flexible production. The proposed combination is expected to create substantial value for the shareholders in the combined company through the realization of annual cost synergies of up to SEK 1.4 billion (EUR 150 million).<sup>1</sup> The combined company will continue to serve customers with a broad offering within high strength steels, standard strip and plate products as well as tubular products.

**The share exchange offer**

- For each Rautaruukki share, 0.4752 newly issued SSAB class A shares and 1.2131 newly issued class B shares are being offered.<sup>2</sup> The total value of the share exchange offer amounts to SEK 10.1 billion (EUR 1.1 billion).
  - Based on the three-month volume-weighted average share prices of both SSAB and Rautaruukki, the share exchange offer corresponds to a premium of 20% for Rautaruukki shareholders.<sup>3</sup> Based on the closing prices of the Rautaruukki and SSAB shares on January 21, 2014, the share exchange offer corresponds to a premium of 20% for Rautaruukki shareholders.<sup>4</sup>
  - As of December 31, 2013, SSAB had 323.9 million shares outstanding, consisting of 240.8 million class A shares (74% of outstanding shares) and 83.2 million class B shares (26% of outstanding shares). In total, SSAB offers 66.1 million class A shares (28% of total shares offered) and 168.6 million class B shares (72% of total shares offered) to Rautaruukki's shareholders. For the combined company, the total outstanding shares will be 558.6 million, consisting of 306.8 million class A shares (55% of outstanding shares) and 251.8 million class B shares (45% of outstanding shares). Each class A share

entitles the holder to one vote and each class B share entitles the holder to one-tenth of one vote. There are no other differences between the SSAB share classes.

- Pro-forma ownership of the combined company will be 58% of the capital and 75% of the votes for current SSAB shareholders and 42% of the capital and 25% of the votes for current Rautaruukki shareholders, assuming full acceptance of the share exchange offer.
- SSAB and Rautaruukki will propose to their respective AGM's not to pay dividends for the financial year 2013.
- Industrivärden, which holds 23.4% of the votes and 18.2% of the capital in SSAB, and Solidium Oy ("Solidium"), which holds 39.7% of all issued shares in Rautaruukki, have expressed their full support for the proposed combination. Solidium has undertaken to accept the share exchange offer. Industrivärden intends to remain as a long-term main owner of the combined company holding 17.5% of the votes and 10.5% of the capital in the combined company. Solidium will hold 10.0% of the votes and 16.8% of the capital in the combined company.
- The proposed combination is subject to, inter alia, valid tender of more than 90% of Rautaruukki shares by Rautaruukki shareholders and clearance from regulatory authorities, including receipt of approvals from all applicable competition authorities.
- The proposed combination is subject to the shareholders of SSAB passing the resolutions necessary to implement the combination and the share exchange offer. Industrivärden has undertaken to support such resolutions.
- The Board of Directors of Rautaruukki has decided to recommend the shareholders to accept the share exchange offer. The initial acceptance period will commence in late March or early April 2014 and is expected to close in late April or early May 2014. The initial acceptance period shall be four weeks, subject to any extensions of the share exchange offer. The share exchange offer will be completed within 10 banking days from the offer becoming unconditional.

### **The proposed combination**

- The proposed combination is expected to create substantial value for shareholders in both SSAB and Rautaruukki stemming from both improved earnings potential and realization of tangible cost synergies.
  - Annual cost synergies of up to SEK 1.4 billion (EUR 150 million) are expected, partly depending on the prevailing market conditions and matching production scenarios. Full synergy capture is expected within three years following the proposed combination. The full synergies post-tax represent approximately SEK 2 (EUR 0.2) per share in the combined company.<sup>5</sup>

- One-off cash costs of achieving the synergies are expected to amount to approximately SEK 350 million (EUR 40 million).
- The cost synergies are expected to be realized through a more flexible and efficient production system, more efficient supply chain, purchasing optimization and streamlined administration.
- In addition, the combination is expected to result in decreased working capital requirements and avoidance of some future investments that could otherwise have been duplicated.
- The combined company will have a solid balance sheet with a preliminary combined net debt of SEK 21.9 billion (EUR 2.5 billion) and net gearing of 59% as of September 30, 2013. The preliminary combined sales of the combined company in 2012 amounted to approximately SEK 63 billion (EUR 7.3 billion).
- The proposed combination is a natural step to strengthen competitiveness in the European part of the steel operations by improving the cost position and increasing the production flexibility in order to better adapt to changes in market demand.
- The combined company will have a global position and product offering within high strength steels, standard strip and plate products as well as tubular products. The combination will enhance the ability to invest in product development, R&D and close collaboration with customers.
- The combined company will have a global geographic presence and be close to its customers in all regions.
- SSAB's construction related operations (Plannja) will be combined with Ruukki's Building Products and Ruukki's Building Systems operations to form a separate construction business division. This is expected to generate additional synergies.
- Following the completion of the share exchange offer, the combined company will apply for a secondary listing on NASDAQ OMX Helsinki. The combined company's domicile and headquarters will be in Stockholm.

**Sverker Martin-Löf, Chairman of SSAB's Board of Directors, commented:**

*- "In the steel industry, a combination of SSAB and Rautaruukki has for long been considered logical and the time is now right to pursue this transaction. For SSAB, the proposed acquisition, which is accretive to SSAB's shareholders, creates a much more flexible European manufacturing platform that positions the company to profitably meet customer demand in the long term. A prerequisite for the Board of Directors of SSAB to recommend the bid has been Industrivärden's commitment to remain as the lead active shareholder in supporting the company's future development."*

**Kim Gran, Chairman of Rautaruukki's Board of Directors, added:**

- *"The proposed combination has been carefully planned and evaluated and is expected to be highly value creating for the benefit of shareholders of both companies. For us in Rautaruukki this is a natural strategic step which will improve focus and productivity and safeguard a world-class Nordic steel industry. The synergy potential both in steel and construction is significant and offers an excellent platform for improved operations and results."*

**Martin Lindqvist, President and CEO of SSAB, said:**

- *"The proposed combination of SSAB and Rautaruukki is based on clear industrial logic. The identified synergies will significantly improve the efficiency and industrial flexibility of the combined company. This combination will enable us to do more for our customers, and internally be more flexible in adapting supply to market demand in all periods of the steel business cycle."*

**Sakari Tamminen, President and CEO of Rautaruukki, commented:**

- *"I believe that the combination of Ruukki and SSAB gives an excellent opportunity to continue the rationalization of the cost base of the companies and build a new Nordic steel producer, that is able to transit the steel business towards a global special steel company. Ruukki has moved in this direction and this transaction is a major opportunity to speed up the transition with synergy benefits. This demands a successful integration based on the principle of putting the best skills and people in each position. There is also a good synergy potential in the construction business which offers profitable growth potential on top of the synergy benefits. Ruukki people are used to seeing changes as opportunities."*

Information about the combined company, preliminary combined financial information, the principal terms and conditions of the combination agreement and the share exchange offer are set out below and in the appendices to this stock exchange release.

Additional information about the proposed combination and the share exchange offer will be made available to SSAB's shareholders in connection with the annual general meeting of shareholders that will address proposed resolutions necessary to implement the combination and the share exchange offer and in a share exchange offer document and prospectus to Rautaruukki's shareholders prior to the commencement of the share exchange offer. The transaction is subject to regulatory competition approval in the European Union and in a limited number of other jurisdictions.

**Press and analyst conferences**

A joint press conference will be held today, January 22, 2014, at 09:00 CET (10:00 EET), in Stockholm with the Chairmen of SSAB and Rautaruukki, Sverker Martin-Löf and Kim Gran, and Presidents and CEOs of SSAB and Rautaruukki, Martin Lindqvist and Sakari Tamminen. In addition, a joint press conference will be held today January 22, 2014 at 15:00 EET (14:00 CET),

in Helsinki, with the Chairmen of SSAB and Rautaruukki and the CEOs of SSAB and Rautaruukki. Please see [Appendix 3](#) for additional details.

## **Rationale for the proposed combination**

The proposed combination of SSAB and Rautaruukki creates a steel company with a cost efficient and flexible production system in the Nordic region. The combined company will have a competitive position and product offering within high strength steels, standard strip and plate products as well as tubular products.

Both SSAB and Rautaruukki have close relationships with customers in their key markets and complement each other geographically. The combination will release further resources for strengthening R&D and maintaining leadership in product development.

The global steel industry has over the past few years been characterized by overcapacity. Coupled with the challenging economic conditions, particularly in Europe, this has resulted in falling steel prices and lower, but also more volatile, demand. Adding to that the impact of continued high raw materials prices, profitability for steel companies has fallen.

The Boards of Directors of both companies strongly believe that the proposed combination of SSAB and Rautaruukki creates the best possible conditions for the two companies to secure a future with long-term profitability in their Europe-based operations that would benefit customers, shareholders and other key stakeholders in an industry vital to both Finland and Sweden.

## **The combined company**

### **Overview**

The combined company becomes one of the leading producers on the global market for high strength steels, standard strip and plate products as well as tubular products. The preliminary combined net sales for 2012 amounted to approximately SEK 63 billion (EUR 7.3 billion) and SSAB and Rautaruukki combined will have around 17,500 employees. The combined company will have steel production facilities in Sweden, Finland and the United States with a combined annual steel production capacity of 8.8 million tons.

The combined company will be led by the President and CEO of SSAB, Martin Lindqvist. The President and CEO of Rautaruukki, Sakari Tamminen, will continue as President and CEO of Rautaruukki until completion of the share exchange offer, when he will use his right to retire at the age of 60.

## **Strategy**

The combined company will maintain SSAB's and Rautaruukki's strategy of serving local and global markets with quality steel products and value added services. The company will continue to develop and accelerate new fields of applications to provide productivity, energy efficiency and environmental advantages for customers through the use of high strength steels. With a broadened sales organization, the combined company will be able to further develop its customer collaboration abilities.

In order to best execute on both operational and strategic matters, the plan is to organize the company through a divisional model with clear profit and loss responsibilities. The organization will be centered around the following areas:

- Quenched & Tempered Steels, division led from Sweden by Melker Jernberg
- European Flat Carbon Steels (mainly Strip), division led from Finland by Olavi Huhtala
- American Flat Carbon Steels (mainly Plate), division led from USA by Charles Schmitt
- Nordic Steel Distribution, division led from Sweden by Mikael Nyquist
- Construction Products & Systems, division led from Finland by Marko Somerma

## **Synergies**

Annual cost synergies of up to SEK 1.4 billion (EUR 150 million) are expected. The cost synergies are expected to be realized through a more flexible and efficient production system, more efficient supply chain, purchasing optimization and streamlined administration. Full synergy capture is expected within three years following the proposed combination. The realization of synergies should be facilitated by the geographic and cultural proximity of the companies.

The synergy levels will partly depend on the prevailing market conditions and matching production scenarios. Out of the estimated total annual synergies, some SEK 350 million (EUR 40 million) will be achievable in periods of low market demand through improved flexibility in adapting production capacity to prevailing steel demand, while maintaining a cost-efficient level of utilization in the blast furnaces and mills.

In addition to cost synergies, there is a potential to avoid overlapping investments in the future and to reduce net working capital. One-off costs with cash flow impact resulting from the proposed combination are expected to amount to approximately SEK 350 million (EUR 40 million). The combined company will also benefit from a more balanced currency exposure.

The construction related operations of SSAB and Rautaruukki (specifically, Plannja and Ruukki Building Products and Ruukki Building Systems) will be combined to form a separate construction business division.

## **Employees**

At the end of September 2013, SSAB had approximately 8,700 and Rautaruukki approximately 8,700 employees. Parts of the synergies are expected to be derived from reduced headcount over time. The estimated reduction in headcount, mainly in Sweden and in Finland, is approximately 5% of the total headcount in the combined company. This is estimated to be realized over a three-year period following the completion of the combination. SSAB and Rautaruukki will inform, consult and negotiate with relevant employee organizations regarding the social, economic and legal consequences of the proposed combination in accordance with the applicable legal requirements.

## **Corporate governance and ownership structure**

Assuming full acceptance of the share exchange offer, SSAB's current shareholders will hold 58% of the capital and 75% of the votes and Rautaruukki's current shareholders will hold 42% of the capital and 25% of the votes in the combined company.

The Chairman of SSAB, Sverker Martin-Löf, will be Chairman of the Board of Directors of the combined company. Following completion of the share exchange offer, the combined company's nomination committee will continue to strive to nominate the most competent Board of Directors, also taking into consideration the new ownership structure of the combination. The two largest shareholders subject to completion of the share exchange offer, Industrivärden and Solidium, have expressed their respective intention to support each other in SSAB's nomination committee, based on the understanding that Industrivärden shall nominate the Chairman of the Board and two additional members of the Board, and that Solidium shall nominate two members of the Board to be elected at an Extraordinary General Meeting of the shareholders of SSAB, to be held as soon as reasonably practicable following the completion of the share exchange offer. The above expressed intention by Industrivärden and Solidium respectively, shall remain until the earlier of (i) 24 months having passed from the completion of the share exchange offer and (ii) the number of votes held by the other shareholder having fallen below 10% of all votes in SSAB.

The Board of Directors of SSAB has undertaken to, as soon as practicable following the completion of the share exchange offer, call for an Extraordinary General Meeting of SSAB to elect new members to the Board of Directors of SSAB proposed by its nomination committee.

The combined company will have a primary listing on NASDAQ OMX Stockholm and will, at or following the completion of the share exchange offer, apply for a secondary listing on NASDAQ OMX Helsinki. The combined company will continue to be domiciled and headquartered in Stockholm. The combined company will follow those rules and regulations for corporate governance being applicable for a company having a listing on NASDAQ OMX Stockholm and secondarily on NASDAQ OMX Helsinki.

## **Preliminary combined financial information**

### ***Basis for preparation***

The unaudited financial information presented herein is based on SSAB's and Rautaruukki's audited financial statements for the full year 2012 and the unaudited financial reports for the period January-September, 2013, which have been prepared in accordance with IFRS.

The combined financial information is for illustrative purposes only. The combined financial information gives an indication of the combined company's sales and earnings assuming the activities were included in the same group from the beginning of each period.

The combined financial information is based on a hypothetical situation and should not be viewed as pro forma financial information as purchase price allocation, differences in accounting principles and transaction costs have not been taken into account. The difference between transaction value and Rautaruukki's book equity has been allocated to fixed assets. The expected synergies have not been included. The combined financial information has not been audited or otherwise reviewed by SSAB's or Rautaruukki's auditors.

The transaction value has been calculated based on the closing prices of the SSAB class A and class B shares as of January 21, 2014, SEK 48.47 and 40.80, respectively and a SEK/EUR exchange rate of 8.807. Rautaruukki's income statement has been converted to SEK using the average SEK/EUR exchange ratio for 2012 (8.704) and Q1-Q3, 2013 (8.583), respectively. Rautaruukki's balance sheet information has been converted to SEK based on the SEK/EUR exchange ratio per September 30, 2013 (8.658).

For the purposes of financial reporting, the actual combination of SSAB and Rautaruukki will, however, be calculated based on the transaction value and the fair values of Rautaruukki's identifiable assets and liabilities at the date of exchange of control. Balance sheet items could therefore differ significantly from the combined financial information presented herein and, as a result, have a significant impact on other items included in the income statement of the combined company.



**Combined income statement and cash flow information and key figures<sup>6</sup>**

	Full year 2012 (SEK million)			Jan-Sep, 2013 (SEK million)		
	Combined company	SSAB	Rautaruukki	Combined company	SSAB	Rautaruukki
<b>Sales</b>	<b>63,259</b>	<b>38,923</b>	<b>24,336</b>	<b>41,680</b>	<b>26,102</b>	<b>15,578</b>
Gross profit	4,014	2,794	1,219	2,802	1,252	1,550
<i>Gross margin</i>	6.3%	7.2%	5.0%	6.7%	4.8%	10.0%
<b>EBITDA</b>	<b>2,968</b>	<b>2,491</b>	<b>477</b>	<b>2,157</b>	<b>1,049</b>	<b>1,108</b>
<i>EBITDA margin</i>	4.7%	6.4%	2.0%	5.2%	4.0%	7.1%
<b>EBIT</b>	<b>-977</b>	<b>-96</b>	<b>-881</b>	<b>-595</b>	<b>-849</b>	<b>254</b>
<i>EBIT margin</i>	-1.5%	-0.2%	-3.6%	-1.4%	-3.3%	1.6%
Net profit	-1,008	15	-1,023	-832	-801	-31
Earnings per share (SEK)	-1.80	0.05	-7.36	-1.49	-2.47	-0.22
Operating cash flow	6,424	4,929	1,494	2,280	1,381	898
Capital expenditure payments	-2,289	-1,431	-859	-1,097	-518	-579
Steel shipments (thousand tonnes)	5,993	4,184	1,809	4,603	3,255	1,348

**Combined balance sheet information and credit metrics<sup>7</sup>**

	30 September 2013 (SEK million)		
	Combined company	SSAB	Rautaruukki
Total fixed assets	52,451	39,379	11,859
Current assets excl. cash	22,851	14,898	7,952
Cash and cash equivalents	2,458	2,193	265
<b>Total current assets</b>	<b>25,308</b>	<b>17,091</b>	<b>8,217</b>
<b>Total assets</b>	<b>77,759</b>	<b>56,470</b>	<b>20,076</b>
Total equity	37,389	27,284	8,892
Total long-term liabilities	26,877	21,663	5,213
Total short-term liabilities	13,494	7,523	5,971
<b>Total equity and liabilities</b>	<b>77,759</b>	<b>56,470</b>	<b>20,076</b>
Net debt	21,904	14,968	6,565
Net debt/equity ratio	59%	55%	74%

## **The combination in brief**

### **The share exchange offer**

Pursuant to the terms and conditions of the combination agreement, SSAB makes an offer to Rautaruukki's shareholders to exchange each Rautaruukki share for newly issued SSAB shares in accordance with the following terms:

- For each Rautaruukki share, 0.4752 newly issued SSAB class A shares and 1.2131 newly issued class B shares are offered. The total value of the share exchange offer amounts to SEK 10.1 billion (EUR 1.1 billion), which has been set to achieve a fair split of synergy values between the two shareholder groups and a fair premium for Rautaruukki's shareholders. No commission will be charged.
- Fractional entitlements to new SSAB shares will be aggregated and sold in the market and the proceeds, after deducting the direct sales costs, will be distributed pro rata to Rautaruukki shareholders being entitled thereto.
- The newly issued SSAB shares will also be registered in the Finnish book-entry system maintained by Euroclear Finland. The measures to be taken by holders of such shares in order to exercise voting rights and to be entitled to dividends, as well as other information being relevant to the holders thereof, will be set out in the share exchange offer document and prospectus.
- Shares in SSAB issued as consideration under the share exchange offer entitle to dividend for the first time on the first record day for dividend occurring after the day when the new shares were entered into SSAB's share register. Such shares entitle the holders to all shareholder rights as of registration.

### **Conditions for completion of the share exchange offer**

The completion of the share exchange offer shall be subject to, inter alia, valid tender of more than 90% of Rautaruukki shares by Rautaruukki shareholders and clearance from regulatory authorities, including receipt of approvals from all applicable competition authorities, as set out in the combination agreement.

The share exchange offer and, consequently, the proposed combination will be effected in accordance with the terms and conditions of the combination agreement. A summary of the principal terms and conditions of the combination agreement is provided in [Appendix 2](#).

The detailed terms and conditions of the share exchange offer and information on how to accept the share exchange offer will be included in the share exchange offer document and prospectus expected to be published by SSAB in late March or early April 2014.

SSAB has undertaken to follow the recommendation regarding the procedures to be complied with in takeover bids (Helsinki Takeover Code) issued by the Finnish Securities Market Association as referred to in the Finnish Securities Market Act.

As of December 31, 2013 SSAB had 323.9 million shares outstanding, consisting of 240.8 million class A shares (74% of outstanding shares) and 83.2 million class B shares (26% of outstanding shares). Rautaruukki has 138.9 million shares outstanding (excluding treasury shares). Assuming full acceptance of the share exchange offer, SSAB issues 66.1 million class A shares (28% of total shares offered) and 168.6 million class B shares (72% of total shares offered) to Rautaruukki's shareholders. For the combined company, the total outstanding shares will be 558.6 million, consisting of 306.8 million class A shares (55% of outstanding shares) and 251.8 million class B shares (45% of outstanding shares). Each class A share entitles the holder to one vote and each class B share entitles the holder to one-tenth of one vote. There are no other differences between the SSAB share classes. The mix of class A shares and class B shares offered results in Solidium having 10.0% of the votes in the combined company. SSAB does not currently own any shares in Rautaruukki.

### **Financing**

The financing for the combined company has been secured through term sheets and commitment letters from a few of SSAB's key relationship banks.

### **Preliminary timetable**

The annual general meeting ("AGM") of SSAB is expected to be held on April 9, 2014 and the AGM documentation will be published no later than three weeks prior to that date. The combined offer document in respect of the share exchange offer and prospectus for the newly issued shares of SSAB will be prepared as promptly as reasonably practicable and is intended to be made available to Rautaruukki shareholders in late March or early April 2014. The acceptance period will commence shortly thereafter and is expected to close in late April or early May 2014. SSAB reserves the right to extend the acceptance period. Settlement is expected to begin, if the share exchange offer becomes unconditional, in late April or early May 2014, subject to any extensions of the share exchange offer.

The proposed combination and the share exchange offer are subject to regulatory competition approval in the European Union, and in a limited number of other jurisdictions and the preliminary timetable is therefore dependent on this process.

### **Rautaruukki recommendations and shareholder support**

The Board of Directors of Rautaruukki considers the terms of the share exchange offer to be fair from a financial point of view to the shareholders of Rautaruukki and considers the proposed combination to be in the best interests of Rautaruukki's shareholders. The Board of Directors of Rautaruukki unanimously recommends Rautaruukki shareholders to accept the share exchange

offer. The Board of Directors of Rautaruukki has received a fairness opinion from its financial advisor UBS Limited. The Board of Directors of Rautaruukki will issue its complete statement on the share exchange offer in accordance with the Finnish Securities Market Act prior to the publication of the share exchange offer document and prospectus.

Solidium, which holds 39.7% of all issued shares in Rautaruukki has expressed its full support for the combination and has undertaken to accept the share exchange offer, which undertaking will terminate in certain circumstances related to the provisions of the combination agreement.

Rautaruukki shareholders Ilmarinen Mutual Pension Insurance Company, holding 2.99% of the shares in Rautaruukki, and Varma Mutual Pension Insurance Company, holding 2.51% of the shares in Rautaruukki, have expressed their preliminary support for the combination.<sup>8</sup>

### **SSAB shareholders' meeting**

The proposed combination is subject to the shareholders of SSAB passing the resolutions necessary to implement the combination and the share exchange offer.

SSAB's largest shareholder, Industrivärden, holding 23.4% of the votes and 18.2% of the capital in SSAB, has announced its full support for the combination and has undertaken to vote for the necessary corporate resolutions in SSAB and not to sell its shares prior to the completion of the proposed combination, which undertaking will terminate in certain circumstances related to the provisions of the combination agreement. Industrivärden intends to remain as a long-term main owner of the combined company.

### **Advisors**

SSAB is being advised by Handelsbanken Capital Markets and Access Partners, as financial advisors, and Mannheimer Swartling Advokatbyrå, White & Case LLP and Morrison & Foerster LLP as legal advisors. Rautaruukki is being advised by UBS Limited as lead financial advisor, Roschier, Attorneys Ltd. as legal advisor and Nordea Markets as financial advisor.

*This information is published by SSAB pursuant to the requirements of the Finnish Securities Market Act and the Swedish Securities Market Act. Submitted for publication at 07.00 CET, January 22, 2014.*

Stockholm, January 22, 2014  
**SSAB AB (publ)**

Helsinki, January 22, 2014  
**Rautaruukki Oyj**

## Important notice

This release may not be released or otherwise distributed, in whole or in part, in or into the United States of America, Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or any other jurisdiction where prohibited by applicable laws or rules. This release is not a share exchange offer document or a prospectus and as such does not constitute an offer or invitation to make a sales offer. Investors shall accept the share exchange offer for the shares only on the basis of the information provided in a share exchange offer document and prospectus in respect of the share exchange offer. Offers will not be made directly or indirectly in any jurisdiction where either an offer or participation therein is prohibited by applicable law or where any exchange offer document or registration or other requirements would apply in addition to those undertaken in Finland and Sweden.

The share exchange offer document and prospectus in respect of the share exchange offer as well as related acceptance forms will not and may not be distributed, forwarded or transmitted into, in or from any jurisdiction where prohibited by applicable law. In particular, the share exchange offer is not being made, directly or indirectly, in or into, Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or, subject to certain exceptions, the United States of America. The share exchange offer cannot be accepted from within Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or, subject to certain exceptions, the United States of America.

The SSAB shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or under any of the relevant securities laws of any state or other jurisdiction of the United States of America. The SSAB shares may not be offered or sold in the United States, except pursuant to an exemption from the Securities Act or in a transaction not subject to the registration requirements of the Securities Act.

It should be noted that certain statements herein which are not historical facts, including, without limitation, those regarding expectations for general economic development and the market situation, expectations for the combined company's development and profitability and the realization of synergy benefits and cost savings, and statements preceded by "expects", "estimates", "forecasts" or similar expressions, are forward-looking statements. These statements are based on current decisions and plans and currently known factors. They involve risks and uncertainties which may cause the actual results to materially differ from the results currently expected for the combined company. Such factors include, but are not limited to, general economic conditions, including fluctuations in exchange rates and interest levels which influence the operating environment and profitability of customers and thereby the orders received by the combined company and their margin; the competitive situation; the combined company's own operating conditions, such as the success of production and product development and their continuous development and improvement; and the success of future acquisitions.

## **Appendix 1: Information on SSAB and Rautaruukki in brief**

### **Brief information on SSAB**

SSAB is one of the leading steel producers in Northern Europe and North America and one of the leading producers of high strength steels globally. The company has a 6 million ton capacity for crude steel with production of both strip and plate high strength steels and standards steels. SSAB has production plants in Sweden and in the United States. There is also capacity to process and finish various steel products in China. In Sweden, the steel production is performed with blast furnace based processes. In the United States, production is scrap-based in electric arc furnaces. SSAB employs approximately 8,700 persons in 45 countries. In 2012, SSAB's sales amounted to approximately SEK 38.9 billion (EUR 4.5 billion).

High strength steels made by SSAB are sold all over the world. High strength steels contribute to lighter weight of the end product, as compared to the use of standard steel. High strength steels also increase strength and longevity of end-use applications. SSAB markets its steel products under the trademarks Domex, Docol, Prelaq, Hardox, Weldox, Armox, and Toolox.

SSAB steel related activities are divided among three geographic business areas:

- SSAB EMEA – Europe, Middle East, and Africa
- SSAB Americas – North America and Latin America
- SSAB APAC – Asia and Oceania

The steel distributor Tibnor and the sheet metal manufacturer Plannja are wholly owned subsidiaries of SSAB. SSAB's shares are listed on NASDAQ OMX Stockholm. For more information about SSAB, please refer to [www.ssab.com](http://www.ssab.com).

### **Brief information on Rautaruukki**

Rautaruukki specializes in steel and steel construction. Rautaruukki provides customers with energy-efficient steel solutions for better living, working and moving. Rautaruukki has approximately 8,700 employees and an extensive distribution and dealer network across some 30 countries in the Nordics, Europe, Russia and emerging markets, including India, China and South America. Rautaruukki has a steel production plant with an annual capacity of 2.8 million tons located in Raahe, Finland and a steel processing and coating plant in Hämeenlinna, Finland. Construction business has steel structure plants as well as panel and roofing processing units in e.g. Finland, Russia, Lithuania, Poland and Romania. Rautaruukki's net sales in 2012 totalled EUR 2.8 billion (SEK 24.3 billion).

Rautaruukki's vision is to be an innovative and acknowledged provider of energy-efficient steel solutions to build a better living environment together with its customers. Rautaruukki's activities are divided into three business areas:

Ruukki Metals, which provides special steel products, including high strength, wear-resistant, special coated and tubular products for demanding energy-efficient applications with known product brands Raex, Laser, Optim, Ramor and Litec. Steel service centres supply steel products and related prefabrication, logistics and storage services. Rautaruukki Metals business area employees a total of around 5,200 people.

Ruukki Building Products, which provides energy- and life-cycle -efficient building components such as Ruukki energy and life panels for functional envelopes to commercial, industrial and logistics buildings as well as foundation components for infrastructure constructions. Residential roofing business provides steel roofing products and services for private households. There are some 1,200 employees in Rautaruukki Building Products.

Ruukki Building Systems, which provides steel structures including design and installation and solutions for commercial, office and industrial construction projects especially in the Nordic countries and in Russia. This business area has some 2,000 employees.

Fortaco, a system component manufacturer for the mechanical engineering industry, is partly owned by Rautaruukki.

Rautaruukki's shares are listed on NASDAQ OMX Helsinki. For more information about Rautaruukki, please refer to [www.ruukki.com](http://www.ruukki.com).

## Appendix 2: Summary of combination agreement

The combination agreement entered into by and between SSAB and Rautaruukki prior to the publication of the share exchange offer, sets out the principal terms under which SSAB will make a share exchange offer to the shareholders of Rautaruukki.

Under the combination agreement, the Board of Directors of Rautaruukki undertakes to issue a formal recommendation to the shareholders of Rautaruukki to accept the share exchange offer. The Board of Directors of Rautaruukki may nevertheless decide not to issue, modify, cancel or change its recommendation in certain circumstances in order to comply with its fiduciary duties, including in case of (i) a competing, more favourable offer being published, or (ii) the share exchange offer no longer being in the best interest of the shareholders of Rautaruukki, inter alia, due to materially changed circumstances. SSAB is entitled to withdraw the share exchange offer if the Board of Directors of Rautaruukki decides not to issue, modify, cancel or change its recommendation.

Each of Rautaruukki and SSAB has undertaken not to initiate, solicit or encourage any competing offers or proposals for offers or other transactions competing with the share exchange offer, nor to facilitate or promote the progress of such proposals. Rautaruukki has also agreed to inform SSAB of any competing proposals and to provide SSAB with an opportunity to negotiate with the Board of Directors of Rautaruukki in matters arising from such competing proposals.

The combination agreement also contains certain customary representations and warranties and undertakings by each of SSAB and Rautaruukki, such as each party conducting its businesses in the ordinary course of business before the completion of the share exchange offer, and cooperation by the parties in making necessary regulatory filings. SSAB has also, upon completion of the share exchange offer, undertaken to use its reasonable best efforts to comply with and implement a governance plan and an industrial plan attached to the combination agreement.

The completion of the share exchange offer shall be subject to the fulfilment or, to the extent permitted by applicable laws and regulations, waiver by SSAB of the following conditions on the date of SSAB's announcement of the final result of the share exchange offer in accordance with Chapter 11, Section 18 of the Finnish Securities Market Act:

- the valid tender of Rautaruukki shares representing, together with any other Rautaruukki shares otherwise held by SSAB prior to the result announcement date, more than ninety percent (90%) of the issued and outstanding shares and voting rights of Rautaruukki calculated in accordance with Chapter 18, Section 1 of the Finnish Companies Act governing the right and obligation to commence compulsory redemption proceedings;
- the receipt of all necessary regulatory approvals, permits and consents, including without limitation competition clearances, and that any conditions set in such permits, consents or



clearances, including, but not limited to, any requirements for the disposal of any assets of SSAB or Rautaruukki or any reorganization of the business of SSAB or Rautaruukki, are reasonably acceptable to SSAB in that they do not result in a material adverse change in the combined group;

- no legislation or other regulation having been issued or decision by a competent court or regulatory authority, including the Finnish Financial Supervisory Authority and the Swedish Financial Supervisory Authority, having been given that would wholly or partly prevent the completion of the share exchange offer or result in a material adverse change in the combined group;
- no information made public by Rautaruukki or disclosed by Rautaruukki to SSAB being materially inaccurate, incomplete, or misleading, and Rautaruukki not having failed to make public any information that should have been made public by it under applicable laws and regulations, provided that such disclosure or failure to disclose information constitutes a material adverse change in Rautaruukki and its subsidiaries, taken as a whole;
- no fact or circumstance having arisen after the announcement of the share exchange offer that constitutes a material adverse change in respect of Rautaruukki and its subsidiaries, taken as a whole;
- the Board of Directors of Rautaruukki having issued its recommendation and the recommendation remaining in full force and effect and not having been modified, cancelled or changed;
- the combination agreement not having been terminated and remaining in full force and effect;
- the undertaking by Solidium to accept the share exchange offer remaining in full force and effect in accordance with its terms; and
- the general meeting of shareholders of SSAB having passed all necessary resolutions for the completion of the combination and the share exchange offer.

SSAB shall only invoke any of the closing conditions so as to cause the share exchange offer not to proceed, to lapse or to be withdrawn if the circumstances, which give rise to the right to invoke the relevant closing condition, have material importance (in Finnish, *olennainen merkitys*) to SSAB in view of the share exchange offer, as referred to in the Regulations and Guidelines 9/2013 (*Julkinen ostotarjous ja tarjousvelvollisuus*) issued by the Finnish Financial Supervisory Authority and in the Helsinki Takeover Code.

Subject to SSAB acquiring more than ninety per cent of the issued and outstanding shares and voting rights of Rautaruukki, SSAB has undertaken to commence compulsory redemption proceedings of the remaining shares of Rautaruukki and to cause the Rautaruukki shares to be delisted from NASDAQ OMX Helsinki.

Upon completion of the share exchange offer, SSAB shall cause the shares of SSAB to be secondarily listed on NASDAQ OMX Helsinki and the SSAB shares given as consideration in the share exchange offer to be listed on NASDAQ OMX Stockholm and secondarily listed on NASDAQ OMX Helsinki.

Rautaruukki shares held by Rautaruukki in treasury, currently amounting to 1,396,152 shares, are excluded from the share exchange offer.<sup>9</sup>

Each of SSAB and Rautaruukki may terminate the combination agreement in case of a material breach by the other party of any of the warranties, undertakings or covenants under the agreement, or in case the share exchange offer has not been completed by October 1, 2014, which may be extended by either party by up to three months. In addition, each of SSAB and Rautaruukki may terminate the agreement, inter alia, where information made public, or disclosed by one party to the other, is materially inaccurate, incomplete, or misleading, or where a material adverse change has occurred after the announcement of the share exchange offer.

In case of any termination or expiration of the combination agreement in accordance with its terms and conditions, SSAB is entitled to withdraw the share exchange offer. If the agreement is terminated by either of SSAB and Rautaruukki, the other party may be entitled to compensation of out-of-pocket costs incurred in connection with the preparation of the combination between Rautaruukki and SSAB covering the period of twelve months prior to the date of the combination agreement, provided that

- (i) in the case of Rautaruukki, the share exchange offer is withdrawn by SSAB pursuant to the combination agreement having been terminated by Rautaruukki due to the fact that the regulatory approvals have not been obtained by October 1, 2014, which may be extended by either party by up to three months, and
- (ii) in the case of SSAB, the combination agreement has been terminated by SSAB because (i) the Board of Directors of Rautaruukki has decided not to issue, or has modified, cancelled or changed, its recommendation as a result of a competing offer or a serious competing proposal, or (ii) a competing offer has been completed.

### Appendix 3: Press and analyst conferences and contact persons

A joint press conference will be held today, January 22, 2014, at 09:00 CET (10:00 EET), in World Trade Center (WTC) Stockholm, Kungsbron 1, conference room Manhattan with the Chairmen of SSAB and Rautaruukki, Sverker Martin-Löf and Kim Gran, and Presidents and CEOs of SSAB and Rautaruukki, Martin Lindqvist and Sakari Tamminen.

The press conference will also be broadcast live via the Internet at:  
<http://storm.zoomvisionmamato.com/player/ssab/objects/01c576b2/>

It is also possible to participate and ask questions by telephone:

Sweden: +46 850 55 64 74

Finland: +358 98 17 10 460

UK: +44 203 364 53 74

USA: +1 855 753 22 30

A presentation will be made available on SSAB's and Ruukki's websites before the press conference starts.

In addition, a joint press conference will be held later today, January 22, 2014, at 15:00 EET (14:00 CET), in Helsinki, at hotel Kämp, Mirror room, 2<sup>nd</sup> floor, address Kluuvikatu 2, with the Chairmen of SSAB and Rautaruukki and the Presidents and CEOs of SSAB and Rautaruukki.

#### For further information please contact:

##### SSAB

Andreas Koch  
Director, Investor Relations  
+ 46 70 509 77 61  
andreas.koch@ssab.com

Marie Elfstrand  
Director, External Communications  
+46 70 279 71 84  
marie.elfstrand@ssab.com

Maria Långberg  
EVP & Head of Group Communications  
+46 8 454 5727  
maria.langberg@ssab.com

##### Rautaruukki

Taina Kyllönen  
SVP Marketing and Communications  
+358 20 592 9040  
taina.kyllonen@ruukki.com

Atte Kaksonen  
Director, Corporate Communications  
+358 20 593 8596  
atte.kaksonen@ruukki.com

---

<sup>1</sup> Unless otherwise stated, values in SEK have in this stock exchange release been converted to EUR at a SEK/EUR exchange ratio of 8.807.

<sup>2</sup> No commission will be charged. Fractional entitlements to new SSAB shares will be aggregated and sold on the market and the net proceeds distributed pro rata to Rautaruukki shareholders entitled thereto.

<sup>3</sup> Based on the volume-weighted average share prices of the Rautaruukki share on NASDAQ OMX Helsinki (EUR 6.60) and the SSAB A and SSAB B shares on NASDAQ OMX Stockholm (SEK 46.7/EUR 5.27 and SEK 39.5/EUR 4.45 respectively) during the last three months up to and including January 21, 2014.

<sup>4</sup> Based on the closing prices on January 21, 2014 of the Rautaruukki share on NASDAQ OMX Helsinki (EUR 6.89) and the SSAB A and SSAB B shares on NASDAQ OMX Stockholm (SEK 48.47 and 40.80 respectively) and a SEK/EUR exchange rate of 8.807.

<sup>5</sup> Post tax synergies per share calculated using a tax rate of 22%.

<sup>6</sup> Rautaruukki steel shipments include only external steel volumes.

<sup>7</sup> Net debt for SSAB and Rautaruukki is defined as in their respective financial reports for the period January-September 2013. The combined company's net debt is a combination of the figures added with Rautaruukki's net pension obligations of SEK 370 million (EUR 43 million) as of December 31, 2012.

<sup>8</sup> Varma Mutual Pension Insurance Company's shareholding figure is from December 31, 2013.

<sup>9</sup> 106,000 of Rautaruukki's treasury shares may be issued as part of Rautaruukki's incentive program.