

## Notice to the Annual General Meeting of Componenta Corporation

Notice is given to the shareholders of Componenta Corporation to the Annual General Meeting to be held on Thursday 24 May 2018 at 9.00 am in the Technopolis Aviapolis' Akropolis auditorium at address Teknobulevardi 3-5, 01530 Vantaa. The reception of persons who have registered for the meeting will commence at 8.30 am.

### A. MATTERS ON THE AGENDA OF THE GENERAL MEETING

At the General Meeting, the following matters will be considered:

1. Opening of the meeting
2. Calling the meeting to order
3. Election of persons to scrutinize the minutes and to supervise the counting of votes
4. Recording the legality of the meeting
5. Recording the attendance at the meeting and adoption of the list of votes
6. Presentation of the financial statements, the consolidated financial statements, the report of the Board of Directors and the auditor's report for the year 2017.
  - Review by the CEO
7. Adoption of the financial statements, which includes the adoption of the consolidated financial statements
8. Resolution on the use of profit shown on the balance sheet

The Board of Directors proposes that no dividend be paid for the financial period 1 January – 31 December 2017.

9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability
10. Resolution on the remuneration of the members of the Board of Directors

The Nomination Board proposes that the members of the Board of Directors, who will be elected to the term continuing to the annual general meeting 2019, will be paid annual remuneration as follows: EUR 50,000 to the Chairman and EUR 25,000 to the members of the Board of Directors. If the Board of Directors decides to establish Board committees, an annual fee of EUR 5,000 will be paid to the members of Board committees. Travel expenses of the members of the Board of Directors will be compensated in accordance with the company's travel policy.

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

The Nomination Board proposes that four members are elected to the Board of Directors.

12. Election of members of the Board of Directors

The Nomination Board proposes that the current members of the Board of Directors Petteri Walldén, Olli Isotalo and Anne Leskelä are re-elected as Board members and Asko Nevala is elected as new Board member.

The presentation of the persons nominated for the Board of Directors is available at Componenta Corporation's website at [www.componenta.com](http://www.componenta.com).

All nominated persons are independent of the company and significant shareholders and have given their consent to the election.

## 13. Election of auditor

The Board of Directors proposes that the audit firm PricewaterhouseCoopers Oy is elected as the auditor of the company for the following term of office. PricewaterhouseCoopers Oy has informed that Samuli Perälä, Authorised Public Accountant, will act as the responsible auditor should it be elected as the auditor of the company.

## 14. Authorization of the Board of Directors to decide on the issue of shares, stock options and other special rights entitling to shares

The Board of Directors proposes to the General Meeting that the Board of Directors be authorized to decide on the issue of shares, stock options and other special rights entitling to shares, as referred to in chapter 10 section 1 of the Companies Act, in one or more lots, as follows.

The number of shares to be issued or transferred pursuant to the authorization may not exceed 9,320,000 shares (including shares issued based on the special rights), which corresponds to approximately 4.99 per cent of all shares in the company.

The Board of Directors decides on all the conditions of the issue of shares, stock options and other special rights entitling to shares. Pursuant to the authorization, both new shares may be issued and treasury shares held by the company may be transferred. New shares may be issued and treasury shares held by the company may be transferred either against payment or without payment. The issue of shares, stock options and other special rights entitling to shares will be carried out in deviation from the shareholders' pre-emptive rights (directed issue). There is a weighty financial reason for the deviation from the shareholders' pre-emptive rights because the authorization will be used for the implementation of the company's incentive plans, such as the implementation of stock options and restricted share plan planned by the Board of Directors. The authorization includes also the right to decide on the issue of new shares without payment to the company itself.

The authorization is effective until 24 May 2022.

## 15. Amendment of the Articles of Association

The Board of Directors proposes that the General Meeting resolve that the Articles of Association of the company shall be amended in Section 7 to reflect the entering into force of the new Finnish Auditing Act (1141/2015). Under the Auditing Act, the supervision of auditors is vested with the Auditor Oversight of the Finnish Patent and Registration Office. Section 7, Subsection 1 of the Articles of Association is therefore proposed to be amended to read as follows:

"The company shall have one auditor which shall be an auditing firm registered with the Auditor Register maintained by the Finnish Patent and Registration Office, the responsible auditor of which is an Authorized Public Accountant."

## 16. Closing of the Meeting

### **B. DOCUMENTS OF THE GENERAL MEETING**

The proposals for the decisions on the aforementioned matters on the above agenda of the General Meeting as well as this notice are available on Componenta Corporation's website at [www.componenta.com](http://www.componenta.com). The financial statements, the consolidated financial statements, the report of the Board of Directors and the auditor's report of Componenta Corporation are available on the above-mentioned website on Monday 30

April 2018. The proposals for decisions and the other above-mentioned documents are also available at the meeting. Copies of these documents and of this notice will be sent to shareholders upon request.

The minutes of the meeting will be available on the above-mentioned website as from 7 June 2018.

## **C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE GENERAL MEETING**

### **1. Shareholders registered in the shareholders' register**

Each shareholder, who is registered on 14 May 2018 (the record date of the General Meeting) in the shareholders' register of the company held by Euroclear Finland Ltd., has the right to participate in the General Meeting. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the shareholders' register of the company.

Changes in shareholdings occurring after the record date of the General Meeting shall not affect the right to attend the General Meeting or the number of votes of the shareholder.

A shareholder, who is registered in the shareholders' register of the company and who wants to participate in the General Meeting, shall register for the meeting no later than 21 May 2018 at 4.00 pm by giving a prior notice of participation, which shall be received by the company no later than on above-mentioned time and date.

Such notice can be given:

- a) by e-mail [ir.componenta@componenta.com](mailto:ir.componenta@componenta.com);
- b) by telephone +358 10 403 2202 on weekdays between 9 am and 4 pm; or
- c) by regular mail to Componenta Corporation / Pia Juntunen, Teknobulevardi 3-5, FI-01530 Vantaa.

In connection with the registration a shareholder shall notify his/her name, personal identification number (social security number) and telephone number and also the name of possible assistant or proxy representative as well as the personal identification number (social security number) of the proxy representative. The personal data given to Componenta Corporation by the shareholders is used only in connection with the General Meeting and with the processing of related registrations.

The shareholder, his/her authorized representative or proxy representative shall, if needed, be able to prove his/her identity and/or right of representation.

### **2. Holders of nominee registered shares**

A holder of nominee registered shares has the right to participate in the General Meeting by virtue of such shares based on which he/she on 14 May 2018 (the record date of the General Meeting) would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. The right to participate in the General Meeting requires, in addition, that the shareholder on the basis of such shares has been registered into the temporary shareholders' register held by Euroclear Finland Ltd. at the latest by 21 May 2018 at 10.00 am. As regards nominee registered shares this constitutes due registration for the General Meeting.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the temporary shareholders' register of the company, the issuing of proxy documents and registration for the General Meeting from his/her custodian bank. The account management organization of the custodian bank has to register a holder of nominee registered shares, who wants to participate in the General Meeting, into the temporary shareholders' register of the company at the latest by the time stated above.

### **3. Proxy representatives and powers of attorney**

A shareholder may participate in the General Meeting and exercise his/her rights at the meeting by way of proxy representation.

A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder. When a shareholder participates in the General Meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the General Meeting.

Possible proxy documents should be delivered in originals to Componenta Corporation at address Teknobulevardi 3-5, FI-01530 Vantaa, before the last date for registration.

#### 4. Other instructions and information

Pursuant to Chapter 5, Section 25 of the Limited Liability Companies Act, a shareholder who is present at the General Meeting has the right to request information with respect to the matters to be considered at the meeting.

On the date of this notice to the General Meeting, 27 April 2018, the total number of shares and votes in Componenta Corporation is 177,269,224.

COMPONENTA CORPORATION  
Board of Directors