

## **ANNUAL GENERAL MEETING OF COMPONENTA PLC ON 1 APRIL 2016 AT 10 A.M.**

**TIME:** 1 April 2016 at 10 A.M.

**PLACE:** Company's headquarters, auditorium in Satotalo, Panuntie 4, 00610 Helsinki

**PRESENT:** The shareholders listed in the register of votes confirmed at the Meeting (Appendix 1) were present or represented at the Meeting.

In addition, members of the Board of Directors, Olli Isotalo, Perttu Louhiluoto, Riitta Palomäki, Matti Ruotsala and Tommi Salunen were present at the Meeting. Of the members of the Board of Directors, Olavi Huhtala could not attend the Meeting. Harri Suutari, the CEO of the Company, and a representative of the Company's Auditor (as the Company's Responsible Auditor, Authorized Public Accountant Samuli Perälä could not attend the Meeting), other members of the Company's management and technical meeting staff were present at the Meeting.

### **1 OPENING OF THE MEETING**

Matti Ruotsala, the Chairman of the Board opened the Meeting.

### **2 CALLING THE MEETING TO ORDER**

Andreas Doepel, attorney, was elected as Chairman of the Meeting and he called Janni Hil-  
tunen, LL.M., as secretary of the Meeting.

The Chairman of the Meeting explained the procedures for discussing the matters on the Meeting agenda.

### **3 ELECTION OF PERSONS TO SCRUTINIZE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES**

Juuso Puolanne and Niko Syrjänen were elected as Scrutinizers of the Minutes and as Su-  
pervisors of Counting of the Votes.

### **4 RECORDING THE LEGALITY OF THE MEETING**

It was noted that the Notice for the Meeting had been published on the Company's website and as a stock exchange release on 9 March 2016. Shareholders who wished to participate in the Meeting were required to register for the Meeting no later than on 29 March 2016.

It was noted that that the Meeting was duly convened in accordance with the Company's arti-  
cles of association and the Companies Act and, thus, the Meeting constituted a quorum.

The Notice to the Meeting was attached to the Minutes (Appendix 2).

## **5 RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES**

The register of attendance and votes at the beginning of the Meeting was presented and, based on the record, 32 shareholders were represented at the Meeting either in person or by a proxy representative or a power of attorney ([Appendix 1](#)).

At the beginning of the Meeting, 65 000 829 shares representing in total 65 000 829 votes were represented at the Meeting.

It was noted that the Register of Votes shall be re-confirmed to represent the current attendance in case of a vote.

## **6 PRESENTATION OF THE FINANCIAL STATEMENTS, THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITOR'S REPORT FOR THE YEAR 2015**

Harri Suutari, the CEO of the Company, gave a presentation on the Company's activities during the year 2015 and answered questions from the shareholders. Markku Honkasalo, the CFO of the Company, gave a presentation on the Company's financial position.

The Company's Financial Statements, the Consolidated Financial Statement, and the Report of the Board of Directors for the financial year 1 January – 31 December 2015 were presented to the Meeting.

It was noted that the documents concerning the Company's audit had been available on the Company's website for the time period leading up to the Meeting as required by the Companies Act.

The Financial Statements and the associated documentation were attached to the Minutes ([Appendix 3](#)).

The Auditor's Report was presented and attached to the Minutes ([Appendix 4](#)).

## **7 ADOPTION OF THE FINANCIAL STATEMENTS**

The General Meeting adopted the Financial Statements and the Consolidated Financial Statements for the financial year 1 January – 31 December 2015.

## **8 RESOLUTION ON THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND PAYMENT OF DIVIDEND**

It was resolved, in accordance with the proposal of the Board of the Directors, not pay dividend based on the adopted balance sheet for the financial year 1 January – 31 December 2015.

## **9 RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE CEO FROM LIABILITY**

It was resolved to discharge of the members of the Board of Directors and the CEO from liability for the financial year 1 January – 31 December 2015.

## **10 RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS**

Reima Rytsölä gave a presentation on behalf of the Nomination Board on the Nomination Board's activities during the financial year ended on 31 December 2015 and presented the proposals the Nomination Board had made to the Meeting.

It was noted that the Nomination Board has proposed that the remuneration of the members of the Board of Directors as well as the compensation for travel expenses are resolved as described in the proposal in the Notice for the Annual General Meeting.

It was resolved in accordance with the proposal of the Nomination Board that the annual remuneration of the members of the Board of Directors elected for the term of office lasting until the Annual General Meeting of 2017 shall remain unchanged and is paid as follows: The Chairman of the Board of Directors is paid EUR 60,000 and members of the Board of Directors are each paid EUR 30,000. Additionally, members of the board committees are each paid EUR 5,000. It was also resolved that the travel expenses of the members of the Board of Directors are compensated in accordance with the Company's travel rules.

## **11 RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS**

It was noted that according to the Company's articles of association, the Company's Board of Directors consists of three to seven (3-7) ordinary members.

It was noted that the Nomination Board has proposed to the Meeting that six members be elected to the Board of Directors.

It was resolved, in accordance with the proposal of the Nomination Board, that the number of members in the Board of Directors shall be confirmed to be six (6).

## **12 ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS**

It was noted that the Nomination Board has proposed to the Meeting that Olavi Huhtala, Olli Isotalo, Perttu Louhiluoto, Riitta Palomäki, Matti Ruotsala and Tommi Salunen, all currently members of the Board of Directors, are re-elected to the Board of Directors for the following term of office.

It was noted that all nominated persons have given their consent to the position.

The Annual General Meeting resolved, in accordance with the proposal of the Nomination Board, that Olavi Huhtala, Olli Isotalo, Perttu Louhiluoto, Riitta Palomäki, Matti Ruotsala and Tommi Salunen, all currently members of the Board of Directors, are re-elected to the Board

of Directors for the following term of office ending at the closing of the next Annual General Meeting.

## **13 ELECTION OF THE AUDITOR**

It was noted that according to the Company's articles of association the Company shall have one auditor that must be an Authorized Public Accounting firm approved by the Finnish Chamber of Commerce.

It was noted that the Board of Directors has proposed, in accordance with the proposal of the Audit Committee, that Authorized Public Accounting firm PricewaterhouseCoopers Oy is elected as the Auditor of the Company for the following term of office. PricewaterhouseCoopers Oy has informed that Samuli Perälä, Authorized Public Accountant, will act as the Responsible Auditor should it be elected as the Auditor of the Company.

It was noted that the nominated auditor has given their consent to the position.

It was resolved, in accordance with the proposal of the Board of Directors, that Authorized Public Accounting firm PricewaterhouseCoopers Oy is elected as the Auditor of the Company for the following term of office ending at the closing of the next Annual General Meeting. Samuli Perälä, Authorized Public Accountant, will act as the Responsible Auditor.

## **14 CLOSING OF THE MEETING**

It was recorded that all resolutions made at the Annual General Meeting were supported by all voting shareholders present at the Meeting.

The Chairman of the Meeting noted that all matters on the agenda had been discussed and that the Minutes will be available on the Company's website on 15 April 2016 at the latest.

The Chairman of the Meeting closed the meeting at 11.03 a.m.

**Chairman of the Annual General Meeting:**

Name: \_\_\_\_\_  
Andreas Doepel  
Position: Attorney

**In fidem**

Name: \_\_\_\_\_  
Janni Hiltunen  
Position: LL.M.

**The Minutes scrutinized and approved:**

Name: \_\_\_\_\_  
Juuso Puolanne  
Position: Investment Director, Finnish Industry  
Investment Ltd

Name: \_\_\_\_\_  
Niko Syrjänen  
Position: Portfolio Manager, Elo Mutual Pension  
Insurance

## Appendices

<b>Appendix 1</b>	Register of Votes
<b>Appendix 2</b>	Notice for the Meeting
<b>Appendix 3</b>	Financial Statements
<b>Appendix 4</b>	Auditor's Report
<b>Appendix 5</b>	Proposals to the Annual General Meeting