

## **The proposals of the Board of Directors and the Nomination Board to the Annual General Meeting on 24 May 2018**

### **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.

### **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.

### **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.

### **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.

### **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.

### **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' preemptive 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.

## **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 new Auditing Act, the supervision of auditors is vested with the Auditor Oversight of the Finnish Patent and Registration Office as of 1 January 2016. 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.”