

Notice to the Annual General Meeting of Componenta Corporation

Notice is given to the shareholders of Componenta Corporation to the Annual General Meeting, which will be held at 10.00 a.m. on Wednesday, 11 March 2015, at the company's headquarters in Käpylä in the auditorium of the Sato building at the address Panuntie 4, FI-00610 Helsinki.

A. MATTERS TO BE CONSIDERED AT THE GENERAL MEETING

The following matters will be considered at the General Meeting:

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 annual accounts, the consolidated annual accounts, the report of the Board of Directors and the auditor's report for the year 2014

Review by the CEO

7. Adoption of the annual accounts and the consolidated annual accounts
8. Use of the profit shown on the balance sheet and resolution on the dividend distribution

The Board of Directors proposes that, in accordance with the valid dividend policy of the group, no dividend is paid for the year 2014.

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 and on the grounds for compensation for travel expenses

The nomination committee of the Board of Directors proposes to the General Meeting that the remuneration of the members of the Board of Directors and the members of the committees of the Board of Directors as well as the grounds for compensation for travel expenses during the financial period 1 January - 31 December 2015 remain unchanged. During the financial period from 1 January to 31 December 2014 the annual remuneration paid to the Chairman of the Board was EUR 60,000, the annual remuneration paid to other members of the Board of Directors was EUR 30,000 and the annual remuneration paid to the members of the committees of the Board of Directors was EUR 5,000. The travel expenses were compensated in accordance with the company's travel rules.

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

The nomination committee of the Board of Directors proposes to the General Meeting that the number of members of the Board of Directors to be elected would be increased to seven (7) members.

12. Election of the members of the Board of Directors

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COMPONENTA CORPORATION

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The nomination committee of the Board of Directors proposes to the General Meeting that Harri Suutari, Matti Ruotsala, Olavi Huhtala, Riitta Palomäki and Tommi Salunen, all currently members of the Board of Directors, would be re-elected as members of the Board of Directors and that Perttu Louhiluoto and Olli Isotalo would be elected as new members of the Board of Directors for the following term of office. Heikki Lehtonen has informed that he is not available for re-election.

13. Election of the auditor

The audit committee of the Board of Directors proposes to the General Meeting that Authorised Public Accounting firm PricewaterhouseCoopers Oy would be elected as the auditor of the company for the following term of office. PricewaterhouseCoopers Oy has informed the company that Samuli Perälä, Authorised Public Accountant, will act as the responsible auditor.

14. Authorisation of the Board of Directors to resolve on a share issue and an issue of special rights entitling to shares

The Board of Directors proposes to the General Meeting that the General Meeting authorises the Board of Directors to resolve on a share issue and an issue of special rights entitling to shares as referred to in Chapter 10, Section 1 of the Limited Liability Companies Act in one or several installments, either against payment or without payment. The aggregate amount of shares to be issued, including the shares to be received based on special rights, shall not exceed 20,000,000 shares. The Board of Directors may resolve to issue either new shares or to transfer treasury shares potentially held by the company.

The authorisation entitles the Board of Directors to resolve on all conditions for the share issue and the issue of special rights entitling to shares, including the right to derogate from the pre-emptive right of the shareholders. The authorisation is proposed to be used to strengthen the balance sheet and financial position of the company or to other purposes to be resolved on by the Board of Directors.

The authorisation is proposed to be in force until the end of the next Annual General Meeting, however not later than 30 June 2016.

15. Establishment of a Nomination Board

The Board of Directors proposes to the General Meeting that the General Meeting decides to establish a Nomination Board consisting of shareholders or their representatives to annually prepare and present proposals for the next Annual General Meeting concerning the composition and remuneration of the Board of Directors.

The Board of Directors proposes that the Nomination Board shall be convened annually so that each of the three shareholders of the company having annually on 31 August the highest amount of voting rights from all voting rights represented by all the shares of the company pursuant to the company's shareholders' register maintained by Euroclear Finland Ltd shall each be asked to appoint one member to the Nomination Board. In case a holder of nominee registered shares or a shareholder, who according to the Securities Markets Act is under the obligation to notify, when necessary, certain changes in ownership, presents a written request to the Board of Directors by the end of August, the holdings of such person and holdings of a corporation or trust under control of such person, or holdings of such person held under several funds or registers, will be added up when counting the share of holdings and voting rights in order to determine the appointment rights. In case two shareholders have the same amount of shares and votes and the members proposed by each such shareholder cannot be both appointed, the appointment shall be decided by lot. In case a shareholder does not wish to use his/her right to appoint a member to the Nomination Board, the right will pass on to the next largest shareholder, who otherwise does not have the right to appoint a member. In addition, the chairman of the Board of Directors shall act as an expert member of the Nomination Board.

The members of the Nomination Board shall elect a chairman from among themselves. The Nomination Board shall be convened for its first meeting by the chairman of the Board of Directors after which the Nomination Board shall be convened by the chairman of the Nomination Board.

The Nomination Board shall deliver its proposals to the Board of Directors no later than by the end of January preceding next the Annual General Meeting.

16. Closing of the meeting

B. DOCUMENTS

The above mentioned proposals for decisions on the matters on the agenda of the General Meeting, this notice and the annual accounts, the consolidated annual accounts, the report of the Board of Directors and the auditors' report of Componenta Corporation as well as the annual report are available on the company's website at www.componenta.com on 18 February 2015 at the latest. The proposals for decisions and the annual accounts documents will also be available at the General Meeting. Copies of the proposals and of this notice will be sent to shareholders upon request. The minutes of the General Meeting will be available on the above-mentioned website at the latest as of 25 March 2015.

C. INSTRUCTIONS TO PARTICIPANTS

1. Right to participate and registration of the shareholders registered in the shareholders' register

A shareholder, who on the record date of the General Meeting, 27 February 2015, is registered as a shareholder in the company's shareholders' register maintained by Euroclear Finland Ltd, is entitled to attend the General Meeting. A shareholder whose shares have been entered into his/her personal Finnish book-entry account is registered in the company's shareholders' register. 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, wishing to participate in the General Meeting is required to register his/her participation no later than 6 March 2015 at 10.00 a.m. by letter to the address Componenta Corporation, Panuntie 4, FI-00610 Helsinki, by telephone +358 10 403 2744, by telefax +358 10 403 2721 or by email ir.componenta@componenta.com. The registration letter or message must have arrived prior to the expiration of the registration period.

The shareholder, his/her authorised representative or proxy representative shall, where necessary, be able to prove his/her identity and/or right of representation at the meeting venue.

2. Right to participate and registration of the 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 the record date of the General Meeting, 27 February 2015, would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. The participation in the General Meeting requires, in addition, that the shareholder on the basis of such shares has been temporarily entered in the shareholders' register held by Euroclear Finland Ltd at the latest by 6 March 2015 at 10.00 a.m. A holder of nominee registered shares shall be deemed to have registered for the General Meeting if the shareholder has been notified for temporary entry in the shareholders' register as described above.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the temporary registration in the shareholders' register of the company, the issuing of proxy documents and registration for the General Meeting from his/her custodian bank. The account management organisation of the custodian bank shall notify a holder of nominee registered shares, who wants to participate in the

General Meeting, for temporary registration in the shareholders' register of the company at the latest by the time stated above.

3. Proxy representative and power of attorney

A shareholder may participate in the General Meeting and exercise his/her rights at the meeting by way of proxy representation. A shareholder may have several proxy representatives, who represent the shareholder with shares booked on different book-entry accounts. In such case the shares represented by each proxy representative shall be notified in connection with the registration for the meeting. The representative of a shareholder shall produce a dated proxy document or otherwise provide reliable evidence of the right to represent the shareholder. Any proxy documents are requested to be sent in original to Componenta Corporation, Panuntie 4, FI-00610 Helsinki before the expiration of the registration period.

4. Other information

A shareholder who is present at the General Meeting has the right to request information on the matters considered at the meeting pursuant to Chapter 5, Section 25 of the Limited Liability Companies Act.

On the date of the notice of the General Meeting, 10 February 2015, the total number of shares and votes in the company is 97,269,224.

Helsinki, 10 February 2015

COMPONENTA CORPORATION
Board of Directors

Heikki Lehtonen
President and CEO

For further information, please contact:

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Componenta is a metal sector company with international operations and production plants located in Finland, Turkey, the Netherlands and Sweden. The net sales of Componenta were EUR 495 million in 2014 and its share is listed on Nasdaq Helsinki. The Group employs approx. 4,200 people. Componenta specializes in supplying cast and machined components and total solutions made of them to its global customers, who are manufacturers of vehicles, machines and equipment.