

## **Articles of Association of Componenta Corporation**

### **1. Company name and domicile**

The name of the company is Componenta Oyj, in Swedish Componenta Abp and in English Componenta Corporation. The company's domicile is Helsinki.

### **2. Field of business**

The company's field of business is to manufacture and sell engineering and foundry industry products and to engage in activity related to these.

### **3. Book-entry system**

The company's shares belong to the book-entry system.

### **4. Board of Directors**

The company shall have a Board of Directors which consists of three to seven (3-7) ordinary members.

The term of office of a member of the Board of Directors begins at the closing of the General Meeting resolving on the election and ends upon the closing of the Annual General Meeting following the election.

### **5. Managing Director**

The company shall have a managing director to be appointed by the Board of Directors.

### **6. Right to represent the company**

The company is represented by the Chairman of the Board and the Managing Director, each individually, and by two members of the Board of Directors together. The Board of Directors of the company may in addition authorise other persons to represent the company either individually or jointly with someone else with entitlement to representation.

### **7. Auditors**

The company shall have one auditor which shall be a public accounting firm authorised by the Central Chamber of Commerce of Finland.

The term of office of the auditor ends upon the closing of the Annual General Meeting following the auditor's election.

### **8. Notice of General Meeting**

The notice of the General Meeting shall be delivered by releasing the notice of meeting on the company's webpage and as stock exchange release no more than three (3) months and no less than three (3) weeks prior to the General Meeting, however, always at least nine (9) days prior to the record date of the General Meeting. The Board of Directors may in addition decide to announce the notice of meeting in other ways.

A shareholder wishing to participate in the General Meeting shall register his/her participation as required in the notice of meeting and at the latest on the date stated in the notice, which date may be no earlier than ten (10) days before the meeting.

### **9. Financial period**

The company's financial period is the calendar year.

*Accepted by Componenta's AGM on 10 March 2010*

## **10. Annual General Meeting**

The Annual General Meeting shall be held annually within six (6) months after the end of financial period at a date resolved by the Board of Directors.

In the meeting,

1. the annual accounts, and

2. the auditor's report

will be presented,

3. the adoption of the annual accounts, including the adoption of the consolidated annual accounts,

4. the use of the profit shown on the balance sheet,

5. the granting of discharge from liability to the members of the Board of Directors and the Managing Director,

6. the remuneration of the members of the Board of Directors and the grounds for compensation for travel expenses, and

7. the number of members on the Board of Directors will be decided, and

8. the members of the Board of Directors, as well as

9. the auditor

will be elected.