

Proposal by the Board of Directors to the Extraordinary General Meeting to be held on 27 June 2014

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 Extraordinary 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 9,000,000 shares. The proposed maximum amount of the authorisation corresponds approximately to 31 per cent of all the shares in the company, and in conjunction with the authorisation to resolve on a share issue and issue of special rights entitling to shares, amounting to maximum 6,000,000 shares given to the Board of Directors by the Annual General Meeting of shareholders on 13 March 2014 approximately to 51 per cent of all the shares in the company. 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. The company has earlier announced that it has started the financing arrangements aiming to re-finance the company's interest bearing debt with new long-term financing instruments. The arrangements have made progress according to plan and are targeted to be completed in the change of June-July. The financing arrangements and a possible share issue to be carried out in connection with them are aiming to decrease financial expenses and ensure the sufficient financing and liquidity for the company's future development.

The authorisation is proposed to be in force until the next Annual General Meeting. The authorisation does not cancel the earlier authorisation to resolve on a share issue and issue of special rights entitling to shares given to the Board of Directors by the Annual General Meeting of shareholders on 13 March 2014.

Helsinki, 6 June 2014

COMPONENTA CORPORATION
Board of Directors

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